

GENERAL MEETINGS: Notice of Meeting

IHH HEALTHCARE BERHAD

Type of Meeting	Annual General Meeting
Indicator	Notice of Meeting
Description	Notice of Eighth Annual General Meeting
Date of Meeting	28 May 2018
Time	10:00 AM
Venue	Ballroom A & B, Level 6, Hilton Hotel KL Sentral, 3 Jalan Stesen Sentral, 50470 Kuala Lumpur, Wilayah Persekutuan, Malaysia
Date of General Meeting Record of Depositors	21 May 2018

Please refer attachment below.

Attachments

[IHH Healthcare Berhad_Notice of 8th AGM.pdf](#)
45.9 kB

Announcement Info	
Company Name	IHH HEALTHCARE BERHAD
Stock Name	IHH
Date Announced	26 Apr 2018
Category	General Meeting
Reference Number	GMA-26042018-00019

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Eighth Annual General Meeting of **IHH HEALTHCARE BERHAD** (“IHH” or “the Company”) will be held at Ballroom A & B, Level 6, Hilton Hotel KL Sentral, 3 Jalan Stesen Sentral, 50470 Kuala Lumpur, Wilayah Persekutuan, Malaysia on Monday, 28 May 2018 at 10.00 a.m. for the following purposes:

AGENDA

1. To receive the Audited Financial Statements for the financial year ended 31 December 2017 together with the Reports of the Directors and Auditors thereon.
2. To approve the payment of a first and final single tier cash dividend of 3 sen per ordinary share for the financial year ended 31 December 2017. **Ordinary Resolution 1**
3. To re-elect the following Directors who retire pursuant to Article 113(1) of the Constitution of the Company:
 - (i) Rossana Annizah binti Ahmad Rashid **Ordinary Resolution 2**
 - (ii) Shirish Moreshwar Apte **Ordinary Resolution 3**
4. To re-elect Jill Margaret Watts who retires pursuant to Article 120 of the Constitution of the Company. **Ordinary Resolution 4**
5. To approve the payment of additional fees of RM157,500 payable to the Chairman of the Board in respect of his role as Chairman retrospectively with effect from 1 January 2018 until 30 June 2018. **Ordinary Resolution 5**
6. To approve the payment of the following fees and other benefits payable to the Directors of the Company by the Company: **Ordinary Resolution 6**
 - (i) Directors' fees to the Non-Executive Directors in respect of their directorship and committee membership in the Company with effect from 1 July 2018 until 30 June 2019 as per the table below:

Structure	Chairman (RM per annum)	Member (RM per annum)
Board of Directors	600,000	285,000
Audit Committee	175,000	100,000
Risk Management Committee	175,000	100,000
Nomination Committee	150,000	90,000
Remuneration Committee	150,000	90,000
Steering Committee	350,000	100,000

- (ii) Any other benefits provided to the Directors of the Company by the Company with effect from 1 July 2018 until 30 June 2019, subject to a maximum amount equivalent to RM1,000,000.

NOTICE OF ANNUAL GENERAL MEETING

7. To approve the payment of the following fees and other benefits payable to the Directors of the Company by the Company's subsidiaries:

Ordinary Resolution 7

- (i) Directors' fees (or its equivalent amount in Ringgit Malaysia as converted using the middle rate of Bank Negara Malaysia foreign exchange on the payment dates, where applicable) to the Directors of the Company who are holding directorship and committee membership in the subsidiaries of IHH for the period with effect from 1 July 2018 to 30 June 2019 as per below:

Parkway Trust Management Limited

Structure	Chairman (SGD per annum)	Member (SGD per annum)
Board of Directors	94,500	47,250
Audit Committee	73,500	—
Nomination & Remuneration Committee	73,500	—

Acibadem Saglik Yatirimlari Holding A.S. Group

Structure	Chairman (TRY per annum)	Member (TRY per annum)
Board of Directors	—	36,000
Audit & Risk Management Committee	30,000	30,000

- (ii) Any other benefits provided to the Directors of the Company by the subsidiaries with effect from 1 July 2018 until 30 June 2019, subject to a maximum amount equivalent to RM300,000.

8. To re-appoint KPMG PLT as Auditors of the Company and to authorise the Directors to fix their remuneration.

Ordinary Resolution 8

AS SPECIAL BUSINESS

To consider and if thought fit, pass the following resolutions:

9. **AUTHORITY TO ALLOT SHARES PURSUANT TO SECTION 75 OF THE COMPANIES ACT 2016**

Ordinary Resolution 9

"THAT subject to the Companies Act 2016 (the "Act"), the Constitution of the Company and the approvals from Bursa Malaysia Securities Berhad and other relevant governmental and/or regulatory authorities, the Directors be and are hereby empowered, pursuant to Section 75 of the Act, to issue shares in the Company from time to time and upon such terms and conditions and for such purposes as the Directors may deem fit provided that the aggregate number of shares to be issued pursuant to this Resolution in any one financial year does not exceed ten percent (10%) of the total number of issued shares of the Company for the time being and that such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company."

10. **PROPOSED ALLOCATION OF UNITS UNDER THE LONG TERM INCENTIVE PLAN (“LTIP”) OF THE IHH GROUP AND ISSUANCE OF NEW ORDINARY SHARES IN IHH (“IHH SHARES”) TO DR TAN SEE LENG**

Ordinary Resolution 10

“THAT approval be and is hereby given for the Directors of the Company at any time and from time to time, commencing from the date of the shareholders’ approval (“Approval Date”) and expiring at the conclusion of the annual general meeting of the Company commencing next after the Approval Date or the expiration of the period within which the next annual general meeting of the Company is required to be held, to allocate, grant and subsequently vest such number of units as the same may be allocated, granted and vested to Dr Tan See Leng, the Managing Director and Chief Executive Officer of the Company, under any of the LTIPs of the IHH Group, and to allot and issue a corresponding number of new IHH Shares to him upon the surrender of such units to the Company, as part of the compensation package for his services to the Company and/or its group of companies, PROVIDED THAT the total allocation will be based on the aggregate value of Singapore Dollar 2,692,018 or its equivalent amount in Ringgit Malaysia as converted using the middle rate of Bank Negara Malaysia foreign exchange on the issue date (“Base Allocation”), equivalent to the total number of units that may be granted and vested or the corresponding number of IHH Shares that may be allotted and issued within that Base Allocation (“Base Number”) at the issue price per unit/IHH Share to be determined based on the five (5)-day weighted average market price of IHH Shares as traded on Bursa Malaysia Securities Berhad prior to the issue date (“Issue Price”), PROVIDED FURTHER THAT if the Base Number contains a fractional part of a thousand, the actual number of units that may be granted and vested or the corresponding number of IHH Shares that may be allotted and issued (“Actual Number”) will be rounded-up to the nearest thousand notwithstanding that the total value of the Actual Number may exceed the Base Allocation based on the Issue Price, AND PROVIDED ALWAYS THAT the Proposed Allocation shall be subject to the terms and conditions and/or adjustments which may be made in accordance with the provisions of the respective Bye Laws for the LTIP.”

11. **PROPOSED ALLOCATION OF UNITS UNDER THE LONG TERM INCENTIVE PLAN (“LTIP”) OF THE IHH GROUP AND ISSUANCE OF NEW ORDINARY SHARES IN IHH (“IHH SHARES”) TO MEHMET ALI AYDINLAR**

Ordinary Resolution 11

“THAT approval be and is hereby given for the Directors of the Company at any time and from time to time, commencing from the date of the shareholders’ approval (“Approval Date”) and expiring at the conclusion of the annual general meeting of the Company commencing next after the Approval Date or the expiration of the period within which the next annual general meeting of the Company is required to be held, to allocate, grant and subsequently vest such number of units as the same may be allocated, granted and vested to Mehmet Ali Aydinlar, an Executive Director of the Company, under any of the LTIPs of the IHH Group, and to allot and issue a corresponding number of new IHH Shares to him upon the surrender of such units to the Company, as part of the compensation package for his services to the Company and/or its group of companies, PROVIDED THAT the total allocation will be based on the aggregate value of United States Dollar 1,000,000 or its equivalent amount in Ringgit Malaysia as converted using the middle rate of Bank Negara Malaysia foreign exchange on the issue date (“Base Allocation”), equivalent to the total number of units that may be granted and vested or the corresponding number of IHH Shares that may be allotted and issued within that Base Allocation (“Base Number”) at the issue price per unit/IHH Share to be determined based on the five (5)-day weighted average market price of IHH Shares as traded on Bursa Malaysia Securities Berhad prior to the issue date (“Issue Price”), PROVIDED FURTHER THAT if the Base Number contains a fractional part of a thousand, the actual number of units that may be granted and vested or the corresponding number of IHH Shares that may be allotted and issued (“Actual Number”) will be rounded-up to the nearest thousand notwithstanding that the total value of the Actual Number may exceed the Base Allocation based on the Issue Price, AND PROVIDED ALWAYS THAT the Proposed Allocation shall be subject to the terms and conditions and/or adjustments which may be made in accordance with the provisions of the respective Bye Laws for the LTIP.”

NOTICE OF ANNUAL GENERAL MEETING

12. PROPOSED RENEWAL OF AUTHORITY FOR IHH TO PURCHASE ITS OWN SHARES OF UP TO TEN PERCENT (10%) OF THE PREVAILING TOTAL NUMBER OF ISSUED SHARES OF THE COMPANY ("PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY")

Ordinary Resolution 12

"THAT subject to the Companies Act 2016 (the "Act"), rules, regulations and orders made pursuant to the Act, the provisions of the Company's Constitution and the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") ("Listing Requirements") and the approvals of all relevant governmental and/or relevant authorities, the Company be and is hereby authorised, to the extent permitted by law, to purchase and/or hold such amount of ordinary shares in the Company as may be determined by the Directors of the Company from time to time through Bursa Securities upon such terms and conditions as the Directors may deem fit and expedient in the best interest of the Company provided that:

- (i) the aggregate number of shares which may be purchased ("Purchased Shares") and/or held as treasury shares pursuant to this ordinary resolution does not exceed ten percent (10%) of the prevailing total number of issued shares of the Company at the point of purchase;
- (ii) the maximum funds to be allocated for the Company to purchase its own shares pursuant to the Proposed Renewal of Share Buy-Back Authority shall not exceed the retained profits of the Company;
- (iii) upon completion of the purchase by the Company of its own shares, the Directors of the Company be and are hereby authorised, at their discretion, to deal with the Purchased Shares in the following manner as may be permitted by the Act, rules, regulations, guidelines, requirements and/or orders of Bursa Securities and any other relevant authorities for the time being in force:
 - (a) cancel all or part of the Purchased Shares; and/or
 - (b) retain all or part of the Purchased Shares as treasury shares (as defined in Section 127 of the Act); and/or
 - (c) resell the treasury shares on Bursa Securities in accordance with the relevant rules of Bursa Securities; and/or
 - (d) distribute the treasury shares as share dividends to the shareholders of the Company; and/or
 - (e) transfer the treasury shares for the purposes of or under the employees' share scheme established by the Group; and/or
 - (f) transfer the treasury shares as purchase consideration; and/or
 - (g) sell, transfer or otherwise use the treasury shares for such other purposes as the Minister may by order prescribe,

or in any other manner as may be prescribed by the Act, the applicable laws, regulations and guidelines applied from time to time by Bursa Securities and/or any other relevant authority for the time being in force and that the authority to deal with the Purchased Shares shall continue to be valid until all the Purchased Shares have been dealt with by the Directors.

THAT the authority conferred by this ordinary resolution shall be effective immediately upon passing of this ordinary resolution and shall continue to be in force until:

- (i) the conclusion of the next Annual General Meeting ("AGM") of the Company at which time the authority shall lapse unless by ordinary resolution passed at that AGM, the authority is renewed, either unconditionally or subject to conditions;
- (ii) the expiration of the period within which the next AGM of the Company is required by law to be held; or
- (iii) revoked or varied by ordinary resolution passed by the shareholders of the Company at a general meeting,

whichever occurs first, but shall not prejudice the completion of purchase(s) by the Company before the aforesaid expiry date and, in any event, in accordance with the provisions of the Listing Requirements and any other relevant authorities.

AND THAT the Directors of the Company be and are hereby empowered to do all acts and things (including the opening and maintaining of a central depositories account(s) under the Securities Industry (Central Depositories) Act, 1991) and to take all such steps and to enter into and execute all declarations, commitments, transactions, deeds, agreements, arrangements, undertakings, indemnities, transfers, assignments and/or guarantees as they may deem fit, necessary, expedient and/or appropriate in the best interest of the Company in order to implement, finalise and give full effect to the Proposed Renewal of Share Buy-Back Authority with full powers to assent to any conditions, modifications, variations (if any) as may be imposed by the relevant authorities.”

13. To transact any other business of which due notice shall have been given.

NOTICE ON DIVIDEND ENTITLEMENT AND PAYMENT

NOTICE IS ALSO HEREBY GIVEN THAT a first and final single tier cash dividend of 3 sen per ordinary share for the financial year ended 31 December 2017 (“Dividend”), if approved by the shareholders at the forthcoming Eighth Annual General Meeting, will be paid on 18 July 2018 to depositors whose names appear in the Record of Depositors on 29 June 2018.

A depositor shall qualify for entitlement to the Dividend only in respect of:

- (a) shares transferred into the Depositor’s securities account before 4.00 p.m. on 29 June 2018 in respect of transfers; and
- (b) shares bought on the Bursa Malaysia Securities Berhad on a cum entitlement basis according to the Rules of the Bursa Malaysia Securities Berhad.

BY ORDER OF THE BOARD

MICHELE KYTHE LIM BENG SZE (LS 0009763)

SEOW CHING VOON (MAICSA 7045152)

Company Secretaries

Kuala Lumpur
27 April 2018

NOTICE OF ANNUAL GENERAL MEETING

NOTES:

PROXY AND/OR AUTHORISED REPRESENTATIVES

1. A member entitled to attend and vote at the above Meeting is entitled to appoint a proxy or proxies to exercise all or any of his rights to attend, participate, speak and vote in his/her stead.
2. Where a member of the Company is an exempt authorised nominee which holds shares in the Company for multiple beneficial owners in one securities account ("omnibus account") as defined under the Securities Industry (Central Depositories) Act, 1991, there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.
3. A member other than an exempt authorised nominee shall be entitled to appoint not more than two (2) proxies to attend and vote at the same meeting. Notwithstanding the foregoing, any member other than an exempt authorised nominee who is also a substantial shareholder (within the meaning of the Companies Act 2016) shall be entitled to appoint up to (but not more than) five (5) proxies. Where such member appoints more than one (1) proxy, the appointment shall be invalid unless the percentage of the shareholding to be represented by each proxy is specified.
4. The instrument appointing a proxy shall:
 - (i) in the case of an individual, be signed by the appointer or by his/her attorney.
 - (ii) in the case of corporation, be either under its common seal or signed by its attorney or an officer on behalf of the corporation.

A copy of the Authorisation Document or the duly registered Power of Attorney, which should be valid in accordance with the laws of the jurisdiction in which it was created and exercised, should be enclosed with the proxy form.

5. A corporation which is a member, may by resolution of its Directors or other governing body authorise such person as it thinks fit to act as its representative at the Meeting, in accordance with the Company's Constitution.

6. The instrument appointing the proxy together with the Authorisation Document or the duly registered Power of Attorney referred to in Note 4 above, if any, must be deposited at the office of the Share Registrar, Symphony Share Registrars Sdn Bhd at Level 6, Symphony House, Pusat Dagangan Dana 1, Jalan PJU 1A/46, 47301 Petaling Jaya, Selangor Darul Ehsan, Malaysia not less than forty-eight (48) hours before the time appointed for the taking of the poll or at any adjournment thereof.

7. Personal data privacy

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the above Meeting and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the above Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the above Meeting (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purposes"), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.

8. Members entitled to attend

Only Members whose names appear in the General Meeting Record of Depositors on 21 May 2018 shall be entitled to attend, speak and vote at this Eighth Annual General Meeting of the Company or appoint a proxy(ies) on his/her behalf.

EXPLANATORY NOTES ON ORDINARY BUSINESS:

1. Retirement of Director

Kuok Khoon Ean who retires by rotation pursuant to Article 113(1) of the Constitution of the Company at this Eighth AGM, has expressed his intention not to seek re-election. Hence, he will retain office until the close of this Eighth AGM.

2. Directors' fees and any other benefits

By virtue of Section 230(1) of the Companies Act 2016, shareholders' approval is required for the fees of the Directors and any benefits to be paid to Directors including any compensation for loss of employment of a Director or former Director of a listed company and its subsidiaries.

In light of the above, the Board has recommended to the shareholders for approval at the forthcoming Eighth AGM of the Company, the proposed Ordinary Resolutions 5 – 7 pertaining to the payment of Directors' fees and any other benefits to the Directors of the Company by the Company and its subsidiaries respectively.

Fees payable to the Chairman of the Board

Following the re-designation of Dato' Mohammed Azlan bin Hashim, a Non-Independent Non-Executive Director, as the Chairman of the Board on 1 January 2018, the Board (save for the Chairman) has agreed to recommend for the shareholders to vote in favour of the Ordinary Resolution 5 in respect of the additional fees payable to the Chairman of the Board retrospectively with effect from 1 January 2018 to 30 June 2018.

Directors' fees payable by the Company

In view of the rapid growth of the Group which has added on to the complexity of the governance structure of the Group as well as the need for more efficient meetings of the various Board and committees of the Board, the Group has undertaken a restructuring exercise during the financial year involving the Board and committees of the Board across the Group ("Streamlining Exercise") to, among others, simplify and streamline the overall governance structure of the Group. Under the Streamlining Exercise, certain identical Board committees established at some of the operating companies of IHH were collapsed and their functions had been or would be taken over by the respective equivalent IHH Board committees.

As a result of the Streamlining Exercise and in line with the recommendations of the Malaysian Code on Corporate Governance, beginning 1 July 2018, the Audit & Risk Management Committee ("ARMC") will be split into an Audit Committee and a Risk Management Committee ("RMC"), respectively, whereas the Nomination & Remuneration Committee will be split into a Nomination Committee and a Remuneration Committee, respectively. The splitting of the Board committees would accord the respective committees' members more time to focus on the respective functions.

In view that the Streamlining Exercise has resulted in increased responsibilities undertaken by the NEDs coupled with the increased coverage and footprint of IHH Group operationally, at the recommendation of the Senior Management, the Board (save for the NEDs) has agreed to recommend for the shareholders to vote in favour of the Ordinary Resolution 6 to effect the proposed revised NEDs fees structure following the Streamlining Exercise. The proposed NEDs fees are benchmarked against the Company's peer groups comprising Malaysia-based large market capitalisation ("cap") companies, Singapore-based large cap companies and regional healthcare large cap companies.

Please refer to the Corporate Governance Overview Statement as laid out on pages 132 to 149 of the Company's Annual Report 2017 for further explanation in relation to the proposed NEDs fees structure following the Streamlining Exercise.

The payment of the NEDs fees will only be made if and after the proposed Ordinary Resolutions 5 – 7 have been passed at the Eighth AGM of the Company.

Any other benefits provided to the Directors of the Company by the Company and its subsidiaries

Any other benefits provided to the Directors of the Company by the Company and its subsidiaries are mainly comprised of medical benefits. Such benefits will be provided to the Directors of the Company if and after the proposed Ordinary Resolutions 6 – 7 have been passed at the Eighth AGM of the Company.

NOTICE OF ANNUAL GENERAL MEETING

EXPLANATORY NOTES ON SPECIAL BUSINESS:

1. Resolution pursuant to Section 75 of the Companies Act 2016

The proposed Ordinary Resolution 9 is a renewal of the general mandate for issuance of shares by the Company under Section 75 of the Companies Act 2016 ("General Mandate"). The General Mandate, if passed, will empower the Directors to issue shares in the Company up to an amount of not exceeding in total ten percent (10%) of the total number of issued shares of the Company for any possible fund raising activities, funding investment project(s), working capital or such purposes as the Directors consider would be in the interest of the Company. The approval is sought to avoid any delay and cost in convening separate general meetings for such issuance of shares. This authority, unless revoked or varied at a general meeting will expire at the next annual general meeting of the Company.

The Company had, during its Seventh Annual General Meeting held on 22 May 2017, obtained its shareholders' approval for the General Mandate. No share was issued pursuant to the General Mandate as at the date of this Notice.

2. Resolutions pursuant to the proposed allocation of units under the Long Term Incentive Plan ("LTIP") of the IHH Group and issuance of new ordinary shares in IHH ("IHH Shares") to the Executive Directors of the Company i.e. Dr Tan See Leng and Mehmet Ali Aydinlar ("Proposed Allocation")

The proposed Ordinary Resolutions 10 – 11 are for the purpose of approving the allocation of LTIP units and the corresponding number of new IHH Shares to the Executive Directors of the Company i.e. Dr Tan See Leng and Mehmet Ali Aydinlar under the LTIP as established by our Company.

Rationale of the Proposed Allocation

The purpose of the LTIP is to promote ownership of IHH Shares by eligible employees of our Group including the Executive Directors, thereby motivating eligible employees including the Executive Directors to work towards achieving our business goals and objectives and to enable us to attract, retain and reward eligible employees of our Group by permitting them to participate in our Company's growth. The LTIP units are granted to eligible employees including Executive Directors as part of the annual compensation package and upon the meeting of performance targets based upon, among others, the Balanced Scorecard and individual annual performance appraisal. The Proposed Allocation is part of the compensation package to the Executive Directors.

Maximum Number and Basis of Allocation

The actual number of LTIP units to be granted to the Executive Directors of the Company will be determined at the sole and absolute discretion of the Board after taking into account their performance in the Company or its group of companies or such other matters which the Board may in their sole discretion deem fit. In respect of the Proposed Allocation, upon considering the actual performance of the Company, Parkway Pantai Limited and Acibadem Saglik Yatirimlari Holding A.S. and their respective group of companies for the financial year ended 2017, the Board recommends the total allocation to the Executive Directors based on the aggregate value in the currency applicable in the jurisdiction each Executive Director is based in to be converted using the middle rate of Bank Negara Malaysia foreign exchange on the issue date ("Base Allocation") which will be equivalent to the total number of units that may be granted and vested or the corresponding number of IHH Shares that may be allotted and issued within that Base Allocation ("Base Number") based on issue price per unit/IHH Share to be determined based on the five (5)-day weighted average market price of IHH Shares as traded on Bursa Securities prior to the issue date ("Issue Price"), provided that if the Base Number contains a fractional part of a thousand, the actual number of units that may be granted and vested or the corresponding number of IHH Shares that may be allotted and issued ("Actual Number") will be rounded-up to the nearest thousand notwithstanding that the total value of the Actual Number may exceed the Base Allocation based on the Issue Price.

The total number of IHH Shares which may be issued under this LTIP shall not exceed two percent (2%) of the total number of issued shares of our Company at any time during the existence of the LTIP. Also, the total number of IHH Shares which may be issued under LTIP units granted under this LTIP to a participant who either singly or collectively with persons connected with him owns twenty percent (20%) or more of the total number of issued shares of the Company shall not exceed in aggregate ten percent (10%) of the total number of IHH Shares to be issued under the LTIP.

All LTIP units that have been vested must be surrendered to the Company and the Company shall allot and issue to the eligible employee such number of IHH Shares on the basis of one (1) IHH Share for each LTIP unit. There is no price payable by the eligible employees or Executive Directors for the allotment and issuance of new IHH Shares to them upon surrender of the LTIP units. No shares will be allotted and issued upon the surrender of LTIP units if such allotment and issuance would violate any provision of applicable laws, nor shall any LTIP units be exercisable more than ten (10) years, from the date on which the LTIP becomes effective. No LTIP unit shall be granted pursuant to the LTIP on or after the tenth anniversary of the date on which the LTIP becomes effective.

Unit Price, Ranking and Listing

The IHH Shares to be issued to the Executive Directors upon the surrender of all granted and vested LTIP units shall be based on the five (5)-day weighted average market price of IHH Shares at the time the LTIP unit is issued. The new IHH Shares to be issued pursuant to the Proposed Allocation shall, upon allotment and issue, rank equally in all respects with the existing IHH Shares save that they shall not be entitled to any rights, allotments, entitlements, dividends and/or distributions, the entitlement date of which is prior to the date of allotment of such new IHH Shares to be issued. The new IHH Shares to be issued pursuant to the Proposed Allocation shall be primarily listed on the Main Market of Bursa Securities and secondarily listed on the Main Board of Singapore Exchange Securities Trading Limited, subject to obtaining the necessary approvals.

Directors' and Major Shareholders' Interests

Each of Dr Tan See Leng and Mehmet Ali Aydinlar is deemed interested in the Proposed Allocation to him individually.

Accordingly, each of Dr Tan See Leng and Mehmet Ali Aydinlar has abstained and will continue to abstain from all deliberations and voting on the Proposed Allocation to him individually at the relevant Board meetings of IHH and/or its subsidiary. In addition, each of Dr Tan See Leng and Mehmet Ali Aydinlar will abstain and has undertaken to ensure that persons connected to him will abstain from voting in respect of their respective direct and/or indirect shareholding in IHH, if any, on the resolutions pertaining to the Proposed Allocation to him individually at the AGM to be convened.

Save as disclosed above, none of the directors, major shareholders and persons connected to the directors and major shareholders of IHH are interested in the Proposed Allocation.

3. Proposed renewal of authority for IHH to purchase its own shares of up to ten percent (10%) of the prevailing total number of issued shares of the Company

The proposed Ordinary Resolution 12, if passed, will enable the Company to purchase its own shares through Bursa Securities of up to ten percent (10%) of the prevailing total number of issued shares of the Company. This authority will, unless revoked or varied at a general meeting, expire at the conclusion of the next AGM of the Company.

Further information on the Proposed Renewal of Share Buy-Back Authority is set out in the Statement to shareholders dated 27 April 2018, which is despatched together with the Company's Annual Report 2017.