

I-STONE GROUP BERHAD
Registration No. 201801011135 (1273151-K)
(Incorporated in Malaysia)

SUMMARY OF KEY MATTERS DISCUSSED DURING EXTRAORDINARY GENERAL MEETING (“EGM”) OF I-STONE GROUP BERHAD DULY CONVENED AND HELD AT KAYANGAN SUITE, PULAI SPRINGS RESORT JOHOR, JALAN PONTIAN LAMA, 81110 JOHOR BAHRU, JOHOR ON WEDNESDAY, 19 AUGUST 2020 AT 11.00 A.M.

Mr. Chia Gek Liang was elected to chair the EGM of the Company. He called the meeting to order at 11.00 a.m. after the Secretary confirmed that the requisite quorum being present pursuant to the Company’s Constitution.

ORDINARY RESOLUTION 1 – PROPOSED ESTABLISHMENT OF AN EMPLOYEES’ SHARE OPTION SCHEME (“ESOS”) OF UP TO 15% OF THE TOTAL NUMBER OF ISSUED SHARES OF THE COMPANY (EXCLUDING TREASURY SHARES, IF ANY) AT ANY POINT OF TIME DURING THE DURATION OF THE SCHEME FOR ELIGIBLE EXECUTIVE DIRECTORS AND EMPLOYEES OF I-STONE AND ITS SUBSIDIARIES (“I-STONE GROUP” OR “GROUP”) (EXCLUDING DORMANT SUBSIDIARIES, IF ANY) (“PROPOSED ESOS”)

There were no questions raised for Ordinary Resolution 1.

ORDINARY RESOLUTION 2 - PROPOSED GRANTING OF ESOS OPTIONS TO TEE SOOK SING

There were no questions raised for Ordinary Resolution 2.

ORDINARY RESOLUTION 3 - PROPOSED GRANTING OF ESOS OPTIONS TO CHAN KOK SAN

There were no questions raised for Ordinary Resolution 3.

ORDINARY RESOLUTION 4 - PROPOSED GRANTING OF ESOS OPTIONS TO CHIN CHUNG LEK

There were no questions raised for Ordinary Resolution 4.

ORDINARY RESOLUTION 5 - PROPOSED GRANTING OF ESOS OPTIONS TO TEE MUN KEONG

There were no questions raised for Ordinary Resolution 5.

SPECIAL RESOLUTION 1 - PROPOSED CONSOLIDATION OF EVERY FIVE (5) EXISTING ORDINARY SHARES IN I-STONE (“I-STONE SHARE(S)”) INTO ONE (1) I-STONE SHARE (“CONSOLIDATED SHARE(S)”) (“PROPOSED SHARE CONSOLIDATION”)

There were no questions raised for Special Resolution 1.

Polling

Ms. Nur Qaisara Naaila @ Nella Nyoyew, representative of Tricor Investor & Issuing House Services Sdn. Bhd. briefed the floor on the polling procedures. Thereafter, the shareholders and proxies proceeded to cast their vote accordingly.

The Chairman then declared that the Meeting be adjourned for the Share Registrar and the Scrutineers to count and tabulate the poll results respectively.

Outcome of EGM - Poll Results

The Chairman invited the independent scrutineer to announce the results on voting by poll. The results of the poll are as follows:-

Resolution	No. of shares voted in favour	Total %	No. of shares voted against	Total %
ORDINARY RESOLUTION 1 PROPOSED ESTABLISHMENT OF AN EMPLOYEES' SHARE OPTION SCHEME ("ESOS") OF UP TO 15% OF THE TOTAL NUMBER OF ISSUED SHARES OF THE COMPANY (EXCLUDING TREASURY SHARES, IF ANY) AT ANY POINT OF TIME DURING THE DURATION OF THE SCHEME FOR ELIGIBLE EXECUTIVE DIRECTORS AND EMPLOYEES OF I-STONE AND ITS SUBSIDIARIES ("I-STONE GROUP" OR "GROUP") (EXCLUDING DORMANT SUBSIDIARIES, IF ANY) ("PROPOSED ESOS")	27,537,000	99.9460	15,000	0.0540
ORDINARY RESOLUTION 2 PROPOSED GRANTING OF ESOS OPTIONS TO TEE SOOK SING	356,382,300	99.9960	15,000	0.0040
ORDINARY RESOLUTION 3 PROPOSED GRANTING OF ESOS OPTIONS TO CHAN KOK SAN	510,925,200	99.9970	15,000	0.0030
ORDINARY RESOLUTION 4 PROPOSED GRANTING OF ESOS OPTIONS TO CHIN CHUNG LEK	662,700,900	99.9980	15,000	0.0020
ORDINARY RESOLUTION 5 PROPOSED GRANTING OF ESOS OPTIONS TO TEE MUN KEONG	356,382,200	99.9960	15,100	0.0040
SPECIAL RESOLUTION 1 PROPOSED CONSOLIDATION OF EVERY FIVE (5) EXISTING ORDINARY SHARES IN I-STONE ("I-STONE SHARE(S)") INTO ONE (1) I-STONE SHARE ("CONSOLIDATED SHARE(S)") ("PROPOSED SHARE CONSOLIDATION")	116,071,600	15.4500	635,179,100	84.5500

The Chairman then declared that the following **ordinary resolutions no. 1 to 5** were duly carried:-

ORDINARY RESOLUTION 1

“THAT subject to the approvals of all relevant authorities (where applicable), and to the extent permitted by law and the Constitution of the Company, the Board be and is hereby authorised and empowered to

- (i) establish, implement and administer the Proposed ESOS of up to 15% of the total number of issued shares of the Company (“i-Stone Shares” or “Shares”) (excluding treasury shares, if any) of the Company at any point of time during the duration of the Proposed ESOS for the eligible executive Directors and employees of i-Stone Group (excluding dormant subsidiaries, if any) (“Eligible Employee(s)”) in accordance with the provisions of the by-laws governing the Proposed ESOS (“By-Laws”), a draft of which is set out in Appendix I of the circular to shareholders of the Company dated 30 June 2020 (“Circular”), and to give full effect to the Proposed ESOS with full power to assent to any conditions, variations, modifications and/or amendments as may be required by the relevant authorities;
- (ii) offer and grant option(s) to subscribe for the i-Stone Share(s) under the Proposed ESOS (“ESOS Option(s)” or “Option(s)”) to Eligible Employee (“Grantee”) and issue and/or transfer such number of i-Stone Shares arising from the exercise of the ESOS Options that may be granted under the Proposed ESOS, provided that the maximum number of i-Stone Shares which may be made available under the Proposed ESOS shall not in aggregate exceed 15% of the total number of issued shares of the Company (excluding treasury shares, if any) at any point of time during the duration of the Proposed ESOS; Any Shares to be issued and/or the transferred to the Grantee arising from the exercise of the Options will rank pari passu in all respects with the then existing Shares, save and except that the Shares will not be entitled to any dividends, rights, allotments and/or other distributions that may be declared, made or paid, for which the entitlement date is prior to the date of issuance and/or transfer of the abovementioned Shares;
- (iii) add to, amend, modify and/or delete all or any part of the terms and conditions as set out in the By-Laws governing the Proposed ESOS from time to time provided that such additions, modifications or amendments or deletions are effected in accordance with the provisions of the By-Laws, and to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the Proposed ESOS;
- (iv) do all things necessary and make the necessary applications to Bursa Malaysia Securities Berhad (“Bursa Securities”) for the listing of and quotation for the new Shares that may, hereafter from time to time, be issued arising from the exercise of the ESOS Options;
- (v) AND THAT the Board be and is hereby authorised to give effect to the Proposed ESOS with full power to assent to any conditions, modifications, variations and/or amendments in any manner as may be required by the relevant authorities and to deal with all matters relating thereto and to take all such steps and do all acts, deeds and things as they may consider necessary and/or expedient to implement, finalise and give full effect to the Proposed ESOS.

- (vi) AND THAT the draft By-Laws, as set out in Appendix I of the Circular which is in compliance with the ACE Market Listing Requirements of Bursa Securities ("Listing Requirements"), be and is hereby approved and adopted."

ORDINARY RESOLUTION 2

"THAT, subject to the passing of Ordinary Resolution 1 above and the approvals of the relevant authorities (where required) for the Proposed ESOS, the Board be and is hereby authorised at any time and from time to time during the duration of the Proposed ESOS, to offer and grant such number of ESOS Options under the Proposed ESOS to Tee Sook Sing, the Managing Director of i-Stone, who is also a major shareholder of i-Stone by virtue of her interest in One United Equity Sdn Bhd, subject to the provisions of the By-Laws of the Proposed ESOS, provided always that:-

- (i) she must not participate in the deliberation or discussion of her own allocation, as well as that of the persons connected with her, under the Proposed ESOS;
- (ii) not more than 50% of the total number of Shares to be issued under the Proposed ESOS shall be allocated in aggregate to the Directors and/or senior management of the i-Stone Group; and
- (iii) not more than 10% of the total number of Shares to be issued under the Proposed ESOS shall be allocated to her, if she either singly or collectively through persons connected (as defined in the Listing Requirements) with her, holds 20% or more of the total number of issued shares of the Company (excluding treasury shares, if any),

subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the By-Laws of the Proposed ESOS and any prevailing guidelines issued by Bursa Securities, the Listing Requirements or any other relevant authorities as amended from time to time.

AND THAT, the Board be further authorised to issue and/or transfer such number of Shares arising from the exercise of the ESOS Options, from time to time, to the abovementioned person."

ORDINARY RESOLUTION 3

"THAT, subject to the passing of Ordinary Resolution 1 above and the approvals of the relevant authorities (where required) for the Proposed ESOS, the Board be and is hereby authorised at any time and from time to time during the duration of the Proposed ESOS, to offer and grant such number of ESOS Options under the Proposed ESOS to Chan Kok San, the Executive Director of i-Stone, who is also a major shareholder of i-Stone, subject to the provisions of the By-Laws of the Proposed ESOS, provided always that:-

- (i) he must not participate in the deliberation or discussion of his own allocation, as well as that of the persons connected with him, under the Proposed ESOS;
- (ii) not more than 50% of the total number of Shares to be issued under the Proposed ESOS shall be allocated in aggregate to the Directors and/or senior management of the i-Stone Group; and
- (iii) not more than 10% of the total number of Shares to be issued under the Proposed ESOS shall be allocated to him, if he either singly or collectively through persons connected (as defined in the Listing Requirements) with him, holds 20% or more of the

total number of issued shares of the Company (excluding treasury shares, if any),

subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the By-Laws of the Proposed ESOS and any prevailing guidelines issued by Bursa Securities, the Listing Requirements or any other relevant authorities as amended from time to time.

AND THAT, the Board be further authorised to issue and/or transfer such number of Shares arising from the exercise of the ESOS Options, from time to time, to the abovementioned person.”

ORDINARY RESOLUTION 4

“THAT, subject to the passing of Ordinary Resolution 1 above and the approvals of the relevant authorities (where required) for the Proposed ESOS, the Board be and is hereby authorised at any time and from time to time during the duration of the Proposed ESOS, to offer and grant such number of ESOS Options under the Proposed ESOS to Chin Chung Lek, the Executive Director of i-Stone, who is also a substantial shareholder of i-Stone, subject to the provisions of the By-Laws of the Proposed ESOS, provided always that:-

- (i) he must not participate in the deliberation or discussion of his own allocation, as well as that of the persons connected with him, under the Proposed ESOS;
- (ii) not more than 50% of the total number of Shares to be issued under the Proposed ESOS shall be allocated in aggregate to the Directors and/or senior management of the i-Stone Group; and
- (iii) not more than 10% of the total number of Shares to be issued under the Proposed ESOS shall be allocated to him, if he either singly or collectively through persons connected (as defined in the Listing Requirements) with him, holds 20% or more of the total number of issued shares of the Company (excluding treasury shares, if any),

subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the By-Laws of the Proposed ESOS and any prevailing guidelines issued by Bursa Securities, the Listing Requirements or any other relevant authorities as amended from time to time.

AND THAT, the Board be further authorised to issue and/or transfer such number of Shares arising from the exercise of the ESOS Options, from time to time, to the abovementioned person.”

ORDINARY RESOLUTION 5

“THAT, subject to the passing of Ordinary Resolution 1 above and the approvals of the relevant authorities (where required) for the Proposed ESOS, the Board be and is hereby authorised at any time and from time to time during the duration of the Proposed ESOS, to offer and grant such number of ESOS Options under the Proposed ESOS to Tee Mun Keong, the Head of Fabrication of i-Stone, who is also the brother of Tee Sook Sing, subject to the provisions of the By-Laws of the Proposed ESOS, provided always that:-

- (i) he must not participate in the deliberation or discussion of his own allocation, as well as that of the persons connected with him, under the Proposed ESOS;
- (ii) not more than 50% of the total number of Shares to be issued under the Proposed ESOS

shall be allocated in aggregate to the Directors and/or senior management of the i-Stone Group; and

- (iii) not more than 10% of the total number of Shares to be issued under the Proposed ESOS shall be allocated to him, if he either singly or collectively through persons connected (as defined in the Listing Requirements) with him, holds 20% or more of the total number of issued shares of the Company (excluding treasury shares, if any),

subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the By-Laws of the Proposed ESOS and any prevailing guidelines issued by Bursa Securities, the Listing Requirements or any other relevant authorities as amended from time to time.

AND THAT, the Board be further authorised to issue and/or transfer such number of Shares arising from the exercise of the ESOS Options, from time to time, to the abovementioned person.”

SPECIAL RESOLUTION 1

The Chairman declared that the **Special Resolution** was not carried.

Close of Meeting

As there were no other matters, the Meeting ended at 11.40 a.m. with a vote of thanks to the Chair.

Chia Gek Liang
Chairman