

**OTHERS IOI Corporation Berhad ("IOI Corp" or the "Company")
Acquisition of the Remaining 35% Equity Interest in IOI Global
Services Sdn Bhd ("IGS") (formerly known as IOI Corporate
Services Sdn Bhd)**

IOI CORPORATION BERHAD

Type	Announcement
Subject	OTHERS
Description	IOI Corporation Berhad ("IOI Corp" or the "Company") Acquisition of the Remaining 35% Equity Interest in IOI Global Services Sdn Bhd ("IGS") (formerly known as IOI Corporate Services Sdn Bhd)

The Board of Directors of IOI Corp is pleased to announce that IOI Corp, has on 31 May 2016 entered into a Sale and Purchase Agreement to acquire the 1,050,000 ordinary shares of RM1.00 each, representing the remaining 35% equity interest in IGS from IOI Properties Group Berhad for a total cash consideration of RM1,334,405.00 only (the "Acquisition") pursuant to Paragraph 9.19(5) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.

Please refer to the attachment for details of the announcement.

This announcement is dated 31 May 2016.

Please refer attachment below.

Attachments

Announcement-Acquisition of IOI Global Services Sdn Bhd-RPT.pdf
149.5 kB

Announcement Info

Company Name	IOI CORPORATION BERHAD
Stock Name	IOICORP
Date Announced	31 May 2016
Category	General Announcement for PLC
Reference Number	GA1-31052016-00141

IOI CORPORATION BERHAD
(Company No. 9027-W)
(Incorporated in Malaysia)

IOI Corporation Berhad (“IOI Corp” or the “Company”)
Acquisition of the Remaining 35% Equity Interest in IOI Global Services Sdn Bhd (“IGS”)
(formerly known as IOI Corporate Services Sdn Bhd)

Announcement Details:

1. INTRODUCTION

The Board of Directors of IOI Corp is pleased to announce that IOI Corp, has on 31 May 2016 entered into a Sale and Purchase Agreement to acquire the 1,050,000 ordinary shares of RM1.00 each, representing the remaining 35% equity interest in IGS from IOI Properties Group Berhad (“IOIPG”) for a total cash consideration of RM1,034,405.00 only (the “Acquisition”) pursuant to Paragraph 9.19(5) of the Main Market Listing Requirements (“Listing Requirements”) of Bursa Malaysia Securities Berhad (“Bursa Securities”).

Following the Acquisition, IGS will be a wholly-owned subsidiary of IOI Corp.

2. DETAILS OF THE ACQUISITION

2.1 Information on IGS

IGS was incorporated in Malaysia on 20 June 2013 under the Companies Act 1965 (the “Act”) as a private limited company with issued and paid-up share capital of RM3,000,000/- only.

The shareholding structure of IGS before the Acquisition is as follows:

Shareholders	No. of Shares held	%
IOI Corp	1,950,000	65
IOIPG	1,050,000	35
Total	3,000,000	100

Presently, IGS is principally engaged in providing common corporate shared services to its shareholders, i.e. IOI Corp and IOIPG.

2.2 Information on IOIPG

IOIPG was incorporated in Malaysia under the Act on 25 February 2013 as a private limited company under the name IOI Properties Group Sdn Bhd, and subsequently assumed its current name upon its conversion to a public limited company on 4 June 2013. IOIPG was subsequently listed on the Main Market of Bursa Malaysia Securities Berhad (“Bursa Securities”) under the properties sector on 15 January 2014.

2.3 Basis and justification for the consideration of the Acquisition

The purchase consideration of RM1,034,405.00 is determined based on net assets of IGS as at 31 March 2016.

3. RATIONALE

IGS will be streamlined in which its activities moving forward will link extensively to plantation and resource based manufacturing businesses. As a result thereof, acquiring the remaining 35% stake in IGS will confer on IOI Corp the full ownership and control of IGS.

4. FINANCIAL EFFECTS OF THE ACQUISITION

There will be no material impact to the earnings per shares, gearing and net assets per share of IOI Group for the financial year ending 30 June 2016.

5. DIRECTORS' AND/OR MAJOR SHAREHOLDERS' INTERESTS AND/OR PERSON(S) CONNECTED

Vertical Capacity Sdn Bhd ("VCSB") is a Major Shareholder of IOI Corp and IOIPG. Progressive Holdings Sdn Bhd ("PHSB"), which holds 100% equity interest in VCSB, is a company connected to Tan Sri Dato' Lee Shin Cheng ("Tan Sri Lee").

Tan Sri Lee, Dato' Lee Yeow Chor ("Dato' Lee") and Mr Lee Yeow Seng ("Mr Lee") are the Directors and deemed Major Shareholders of IOI Corp and IOIPG. Dato' Lee and Mr Lee are the sons of Tan Sri Lee, while Mr Lee Cheng Leang is a Director of IOI Corp and a brother of Tan Sri Lee. Puan Sri Datin Hoong May Kuan, who is the spouse of Tan Sri Lee, and PHSB are the deemed Major Shareholders of IOI Corp and IOIPG.

The Acquisition is deemed as related party transaction in view of the interests of certain directors and major shareholders of the Company and persons connected to them in the Acquisition.

Accordingly, Tan Sri Lee, Dato' Lee, Mr Lee and Mr Lee Cheng Leang (collectively defined as "Interested Directors") have abstained from deliberation and voting on the resolution at the meeting of the Board of Directors of IOI Corp pertaining to the Acquisition.

Save as disclosed above, none of the other Directors and/or major shareholders of IOI Corp and/or persons connected to them has any interest, direct or indirect in the Acquisition.

6. APPROVAL REQUIRED

The highest percentage ratio applicable to the Acquisition pursuant to Paragraph 10.02(g) of the Listing Requirements of Bursa Securities is 0.03%, which indicates that the Acquisition does not require the approval of the shareholders of IOI Corp.

7. AUDIT AND RISK MANAGEMENT COMMITTEE'S STATEMENT

After having reviewed and considered all aspects of the Acquisition, the Audit and Risk Management Committee of IOI Corp is of the opinion that the Acquisition is in the best interest of the Company and the terms of the Acquisition are fair, reasonable and on normal commercial terms and not detrimental to the interest of the minority shareholders of the Company.

8. DIRECTORS' STATEMENT

The Board of Directors of IOI Corp (save for the Interested Directors who are deemed interested in the Acquisition), is of the opinion that the Acquisition is in the best interest of IOI Corp and the terms of the Acquisition are fair, reasonable and on commercial terms and hence, will not be detrimental to the interest of the non-interested shareholders of the Company.

This announcement is dated 31 May 2016.