

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Third Annual General Meeting (“**AGM**”) of the Company will be held at Putrajaya Ballroom I (Level 3), Putrajaya Marriott Hotel, IOI Resort City, 62502 Sepang Utara, Malaysia on Monday, 26 October 2015 at 10:00 am for the following purposes:

AGENDA

- 1 To receive the Audited Financial Statements for the financial year ended 30 June 2015 and the Reports of the Directors and Auditors thereon. **Please refer to Note A**
- 2 To re-elect Datuk Dr Tan Kim Heung, a Director retiring by rotation pursuant to Article 87 of the Company’s Articles of Association. **Resolution 1**
(Please refer to Note B)
- 3 To consider and if thought fit, to pass the following as Ordinary Resolutions in accordance with Section 129 of the Companies Act, 1965:
 - (i) “THAT Tan Sri Dato’ Lee Shin Cheng, a Director retiring pursuant to Section 129(2) of the Companies Act, 1965 be and is hereby re-appointed a Director of the Company to hold office until the next Annual General Meeting.” **Resolution 2**
 - (ii) “THAT Datuk Tan Kim Leong @ Tan Chong Min, a Director retiring pursuant to Section 129(2) of the Companies Act, 1965 be and is hereby re-appointed a Director of the Company to hold office until the next Annual General Meeting.” **Resolution 3**
(Please refer to Note B)
- 4 To consider and if thought fit, to pass the following as an Ordinary Resolution:

“THAT the payment of Directors’ fees of RM793,868 for the financial year ending 30 June 2016 payable quarterly in arrears after each month of completed service of the Directors during the financial year, to be divided among the Directors in such manner as the Directors may determine, be and is hereby approved.” **Resolution 4**

(Please refer to Note C)
- 5 To re-appoint Messrs PricewaterhouseCoopers, the retiring auditors for the financial year ending 30 June 2016 and to authorise the Directors to fix their remuneration. **Resolution 5**
(Please refer to Note D)
- 6 As special business, to consider and if thought fit, to pass the following Ordinary Resolutions:

6.1 Authority to Directors to allot and issue shares pursuant to Section 132D of the Companies Act, 1965

“THAT pursuant to Section 132D of the Companies Act, 1965, the Directors be and are hereby authorised with full powers to allot and issue shares in the Company from time to time and upon such terms and conditions and for such purposes as they may deem fit subject always to the approval of the relevant authorities being obtained for such issue and provided that the aggregate number of shares to be issued pursuant to this resolution does not exceed ten percent (10%) of the issued share capital for the time being of the Company and that such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company and that the Directors be and are also empowered to obtain the approval from Bursa Malaysia Securities Berhad for the listing of and quotation for the additional shares so issued.” **Resolution 6**

6.2 Proposed Renewal of Existing Share Buy-Back Authority

“THAT subject to compliance with applicable laws, regulations and the approval of all relevant authorities, approval be and is hereby given to the Company to utilise up to the aggregate of the Company’s latest audited retained earnings and share premium account, to purchase, from time to time during the validity of the approval and authority under this resolution, such number of ordinary shares of nominal value RM1.00 each in the Company as may be determined by the Directors of the Company from time to time through Bursa Malaysia Securities Berhad (**“Bursa Securities”**) upon such terms and conditions as the Directors may deem fit and expedient in the interest of the Company provided that the aggregate number of shares to be purchased and/or held by the Company pursuant to this resolution does not exceed ten percent (10%) of the issued and paid-up ordinary share capital of the Company at the time of purchase (**“Proposed Purchase”**);

THAT at the discretion of the Directors of the Company, the shares of the Company to be purchased are to be cancelled and/or retained as treasury shares and distributed as dividends or resold on Bursa Securities;

THAT the Directors of the Company be and are hereby empowered generally to do all acts and things to give effect to the Proposed Purchase with full powers to assent to any condition, modification, revaluation, variation and/or amendment (if any) as may be imposed by the relevant authorities and/or do all such acts and things as the Directors may deem fit and expedient in the best interest of the Company;

AND THAT such authority shall commence immediately upon passing of this resolution until:

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

whichever is the earlier but not so as to 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 Main Market Listing Requirements of Bursa Securities or any other relevant authorities.”

Resolution 7

- 7 To transact any other business of which due notice shall have been given in accordance with the Companies Act, 1965 and the Company’s Articles of Association.

By Order of the Board,

Tan Choong Khiang
Secretary (MAICSA 7018448)

Putrajaya
2 October 2015

NOTICE OF ANNUAL GENERAL MEETING (Cont'd)

Notes

- 1 A member may appoint any person to be his proxy and there shall be no restriction as to the qualification of the proxy. The provision of Section 149(1)(b) of the Companies Act, 1965 shall not apply to the Company.
- 2 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.
- 3 Subject to Note 4 below, a member shall not be entitled to appoint more than two (2) proxies to attend and vote at the same meeting. If a member 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.
- 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, 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.
- 5 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.
- 6 An instrument appointing a proxy must be deposited at the office of the Share Registrar, Tricor Investor Services Sdn Bhd at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia not less than 48 hours before the time for holding the meeting or any adjournment thereof.
- 7 Only members whose names appear in the Record of Depositors as at **20 October 2015** shall be eligible to attend the AGM or appoint proxy to attend and vote on his behalf.

8 **Note A – To receive Audited Financial Statements for the financial year ended 30 June 2015**

This Agenda item is meant for discussion only as under the provision of Section 169(1) of the Companies Act, 1965, the audited financial statements do not require a formal approval of the shareholders. Hence, this resolution will not put forward for voting.

The 2015 Annual Report (which includes the Financial Report, the Directors' Report and the Independent Auditors' Report) will be presented to the meeting. Shareholders can access a copy of the 2015 Annual Report at IOI Properties Group Berhad ("IOIPG")'s website, www.ioiproperties.com.my.

The Chairman will give shareholders an opportunity to ask questions about, and make comments on, the financial statements and reports and IOIPG's performance.

Shareholders will also be given an opportunity to ask the representative(s) of IOIPG's auditors, Messrs PricewaterhouseCoopers, questions relevant to audit matters, including the Auditors' Report.

9 **Note B – To re-elect Directors/To re-appoint Directors**

i. **Retirement of Director**

The Company received and noted correspondence from Tan Sri Ong Ka Ting notifying of his intention not to seek re-election at the 3rd AGM. Hence, Tan Sri Ong will be retiring as Director of the Company with effect from 26 October 2015 upon the conclusion of the 3rd AGM.

ii. **Re-election of Director**

Datuk Dr Tan Kim Heung is standing for re-election as Director of the Company and being eligible, has offered himself for re-election at the 3rd AGM.

The Company's Articles of Association states that at each AGM of the Company, one-third (1/3) of the Directors or if their number is not three (3) or a multiple of three (3), then the number nearest one-third (1/3) must retire from office, provided always that all Directors shall retire from office once at least in each three (3) years, but shall be eligible for re-election.

iii. **Re-appointment of Directors**

The re-appointment of Tan Sri Dato' Lee Shin Cheng and Datuk Tan Kim Leong @ Tan Chong Min who have attained the age of 70 years, as Directors of the Company to hold office until the conclusion of the next AGM, shall take effect if the Ordinary Resolutions 2 and 3 are passed by a majority of not less than three-fourths (3/4) of such members as being entitled to vote in person or by proxy at this AGM of which not less than 21 days' notice has been given.

Each of the Directors standing for re-election/re-appointment has undergone a performance evaluation and has demonstrated that he remains committed to the role and continues to be an effective and valuable member of the Board. The Board has also conducted assessment on the independence of the Independent Directors who are seeking for re-election/re-appointment and is satisfied that the Independent Directors have complied with the independence criteria applied by the Company and continue to bring independent and objective judgement to the Board deliberation.

The Board comprises seven (7) Directors, consisting of an Executive Chairman, an Executive Director and five (5) Non-Executive Directors, whose experience and expertise are derived from a range of industries and sectors providing an invaluable perspective on the Group's business. Profile details for each Director, including their career history, competencies and experience can be found on pages 054 to 059 of the 2015 Annual Report.

10 **Note C – To approve Directors' Fees**

The Board has reviewed the Directors' fees after taking into account fee levels and trends for similar positions in the market and time commitment required from the Directors. The payment of Directors' fees for the financial year ending 30 June 2016 shall be payable quarterly in arrears after each month of completed service of the Directors during the financial year.

11 **Note D – To re-appoint auditors**

The Audit and Risk Management Committee and the Board have considered the re-appointment of Messrs PricewaterhouseCoopers as Auditors of the Company and collectively agreed that Messrs PricewaterhouseCoopers has met the relevant criteria prescribed by Paragraph 15.21 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.

Messrs PricewaterhouseCoopers were appointed as auditors at the 2014 AGM and have indicated their willingness to stand for re-appointment as auditors of the Company until the conclusion of the AGM in 2016.

12 **Explanatory Notes on Special Businesses**

i Authority to Directors to allot and issue shares pursuant to Section 132D of the Companies Act, 1965

Ordinary Resolution 6 is to seek a renewal of the general mandate which was approved at the 2nd AGM of the Company held on 27 October 2014 and which will lapse at the conclusion of the forthcoming AGM to be held on 26 October 2015.

The general mandate, if approved, will provide flexibility to the Company for any possible fund raising activities, including but not limited to placing of shares for the purpose of funding future investment project(s) and acquisition(s) and for strategic reasons. In order to eliminate any delay and costs in convening a general meeting to specifically approve such issuance of shares, it is considered appropriate that the Directors be empowered, as proposed under the Ordinary Resolution 6, to allot and issue shares in the Company up to an amount not exceeding in total ten percent (10%) of the issued share capital of the Company for the time being. This authority, unless revoked or varied at a general meeting, will expire at the conclusion of the next AGM of the Company.

The Company did not issue any new shares pursuant to Section 132D of the Companies Act, 1965 under the general mandate which was approved at the 2nd AGM of the Company.

The Directors currently have no intention of issuing new shares, or of granting rights to subscribe for or to convert any security into shares, except in connection with the Company's employees' share option scheme.

ii Proposed Renewal of Existing Share Buy-Back Authority

Ordinary Resolution 7 is to seek a renewal of the authority granted at the 2nd AGM of the Company held on 27 October 2014 and which will lapse at the conclusion of the forthcoming AGM to be held on 26 October 2015. The resolution authorises the Company to make market purchases of its own ordinary shares as permitted by the Companies Act 1965.

The Board seeks authority to purchase up to 10% of the Company's issued ordinary shares (excluding any treasury shares), should market conditions and price justify such action.

The Directors only intend to use this authority to make such purchases if to do so could be expected to lead to an increase in net assets value per share for the remaining shareholders and would be in the best interests of shareholders generally, having due regard to appropriate gearing levels, alternative investment opportunities and the overall financial position of the Company. The Company bought back 11,956,400 ordinary shares of RM1.00 each during the financial year ended 30 June 2015.

Any purchases of ordinary shares would be by means of market purchases through the Bursa Malaysia Securities Berhad. Any shares purchased under this authority may either be cancelled or held as treasury shares by the Company. Treasury shares may subsequently be cancelled or sold for cash.

Please refer to explanatory information in the Share Buy-Back Statement dated 2 October 2015.

STATEMENT ACCOMPANYING NOTICE OF ANNUAL GENERAL MEETING

Pursuant to Paragraph 8.27 (2) of the Main Market Listing Requirements
of Bursa Malaysia Securities Berhad

(i) Details of individuals who are standing for election as Directors (excluding Directors standing for re-election)

No individual is seeking election as a Director at the forthcoming Third Annual General Meeting of the Company.

(ii) Directors standing for re-election/re-appointment

- (a) Datuk Dr Tan Kim Heung will be retiring by rotation and standing for re-election pursuant to Article 87 of the Articles of Association of the Company.
- (b) The Directors seeking for re-appointment under Section 129 of the Companies Act, 1965 are as follows:
- Tan Sri Dato' Lee Shin Cheng
 - Datuk Tan Kim Leong @ Tan Chong Min

The profiles of the above-named Directors are set out in the section entitled "Profile of Directors" on pages 054 to 059 of the Annual Report.

Their shareholdings in the Company and its related corporations are set out in the section entitled "Statement of Directors' Interests" on page 092 of the Annual Report.