



## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the 36<sup>th</sup> Annual General Meeting (“AGM”) of IJM CORPORATION BERHAD [198301008880 (104131-A)] will be held fully virtual through live streaming from the broadcast venue at the Multipurpose Hall, 3<sup>rd</sup> Floor, Wisma IJM, Jalan Yong Shook Lin, 46050 Petaling Jaya, Selangor Darul Ehsan, Malaysia (“Broadcast Venue”) on Tuesday, 22 September 2020, at 10.00 a.m. to transact the following matters:-

1. To receive the audited financial statements for the year ended 31 March 2020 together with the reports of the Directors and Auditors thereon.
2. To re-elect the following Directors who retire by rotation in accordance with Clause 88 of the Company’s Constitution and who being eligible, offer themselves for re-election:-
  - a) Datuk Lee Teck Yuen (Resolution 1)
  - b) Pushpanathan A/L S A Kanagarayar (Resolution 2)
  - c) Lee Chun Fai (Resolution 3)

*Please refer to Note 1*
3. To re-elect Liew Hau Seng who retires in accordance with Clause 92 of the Company’s Constitution and who being eligible, offers himself for re-election. (Resolution 4)  

*Please refer to Note 1*
4. To re-appoint PricewaterhouseCoopers PLT as Auditors and to authorise the Directors to fix their remuneration. (Resolution 5)
5. As special business to consider and pass the following resolutions:-
  - a) DIRECTORS’ FEES (Resolution 6)  
“THAT the Directors’ fees of RM1,222,968 for the year ended 31 March 2020 be approved to be divided amongst the Directors in such manner as they may determine.”  

*Please refer to Note 2*
  - b) DIRECTORS’ BENEFITS (Resolution 7)  
“THAT the payment of Directors’ benefits to the Non-Executive Directors up to an amount of RM385,000 for the period from 23 September 2020 until the next Annual General Meeting be approved.”  

*Please refer to Note 2*
  - c) DIRECTORS’ FEES AND MEETING ALLOWANCE OF A SUBSIDIARY (Resolution 8)  
“THAT the payment of Directors’ fees and/or meeting allowance by a subsidiary to several common Directors be approved:-
    - (i) Directors’ fees of RM381,861 for the year ended 31 March 2020; and
    - (ii) Directors’ meeting allowance of up to an amount of RM30,000 from 23 September 2020 until the next Annual General Meeting.”  

*Please refer to Note 2*

d) AUTHORITY TO ISSUE SHARES UNDER SECTIONS 75 AND 76

(Resolution 9)

“THAT the Directors be and are hereby authorised, pursuant to Sections 75 and 76 of the Companies Act 2016, to allot and issue not more than 10% of the total number of issued shares of the Company at any time, upon such terms and conditions and for such purposes as the Directors in their absolute discretion deem fit or in pursuance of offers, agreements or options to be made or granted by the Directors while this approval is in force, and that the Directors be and are hereby further authorised to make or grant offers, agreements or options which would or might require shares to be issued after the expiration of the approval hereof.”

*Please refer to Note 3*

e) PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY

(Resolution 10)

“THAT the Directors be and are hereby authorised to purchase the ordinary shares of the Company through the stock exchange of Bursa Malaysia Securities Berhad at any time upon such terms and conditions as the Directors in their absolute discretion deem fit provided that:-

- i) the aggregate number of shares purchased (which are to be treated as treasury shares) does not exceed 10% of the total number of issued shares of the Company; and
- ii) the funds allocated for the purchase of shares shall not exceed its retained profits

AND THAT the Directors be and are hereby further authorised to deal with the treasury shares in their absolute discretion (which may be distributed as dividends, resold, transferred, cancelled and/or in any other manner as prescribed by the Companies Act 2016, and the relevant rules, regulations and/or requirements)

AND THAT such authority shall continue to be in force until:-

- a) the conclusion of the next Annual General Meeting (“AGM”);
- b) the expiration of the period within which the next AGM is required by law to be held; or
- c) revoked or varied in a general meeting,

whichever occurs first.”

*Please refer to Note 4*

By Order of the Board

Ng Yoke Kian  
Company Secretary  
CCM PC No. 202008000554  
MAICSA 7018150

Petaling Jaya  
24 August 2020

# NOTICE OF ANNUAL GENERAL MEETING

## IMPORTANT NOTICE

### A. VIRTUAL MEETING

In view of the Covid-19 pandemic and as part of the Company's precautionary measures, the 36th AGM of the Company will be held fully virtual through live streaming and online remote voting via the Remote Participation and Voting ("RPV") Facilities provided by Tricor Investor & Issuing House Services Sdn. Bhd. ("Tricor") which are available on its TIH Online website at <https://tjih.online>. Please follow the procedures provided in the Administrative Guide for the 36th AGM in order to register, participate and vote remotely via the RPV Facilities.

The Broadcast Venue is strictly for the purpose of complying with Section 327(2) of the Companies Act 2016 which requires the Chairperson of the meeting to be present at the main venue of the meeting.

**No members or proxies shall be physically present at the Broadcast Venue on the day of the meeting.**

### B. APPOINTMENT OF PROXY AND ENTITLEMENT OF ATTENDANCE

- (i) every member, including authorised nominee and exempt authorised nominee which holds securities for multiple beneficial owners in one (1) securities account (Omnibus Account), is entitled to appoint another person as his proxy and such proxy need not be a member;
- (ii) a member who appoints a proxy must duly execute the Form of Proxy, and if more than one (1) proxy is appointed, the number of shares to be represented by each proxy must be clearly indicated;
- (iii) a corporate member who appoints a proxy must execute the Form of Proxy under seal or the hand of its officer or attorney duly authorised;
- (iv) only members whose names appear in the Record of Depositors and/or Register of Members as at **14 September 2020** will be entitled to attend and vote at the meeting;
- (v) the duly executed Form of Proxy may be deposited in a hard copy form or by electronic means in the following manner before **10.00 a.m. on 21 September 2020**:-
  - (a) In hard copy form  
submit to the Share Registrar of the Company, Tricor at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia; OR
  - (b) By electronic form  
lodge via TIH Online website at <https://tjih.online> (applicable to individual members only) by following the procedures provided in the Administrative Guide for the 36th AGM; and
- (vi) a member who has appointed a proxy or authorised representative to attend and vote at the 36th AGM via RPV must request his/her proxy or authorised representative to register himself/herself for RPV at TIH Online website at <https://tjih.online>. Please follow the procedures in the Administrative Guide for the 36th AGM.

C. The Annual Report, Share Buy-Back Statement, Form of Proxy and Administrative Guide are available for viewing and/or downloading at [www.ijm.com/investor/aggm](http://www.ijm.com/investor/aggm).

## EXPLANATORY NOTES ON ORDINARY/SPECIAL BUSINESS

### 1. RE-ELECTION OF DIRECTORS

The performance of each Director who subject for re-election had been assessed through the Board annual evaluation (including the independence of Independent Non-Executive Directors, Datuk Lee Teck Yuen and Pushpanathan A/L S A Kanagarayar). The Nomination & Remuneration Committee and the Board are satisfied with the performance and effectiveness of the Directors.

Datuk Lee Teck Yuen, Pushpanathan A/L S A Kanagarayar, Lee Chun Fai and Liew Hau Seng are standing for re-election as Directors, and being eligible, have offered themselves for re-election at this AGM.

The profiles of the Directors who are subject for re-election are set out on pages 23 to 27 of the Annual Report 2020.

### 2. DIRECTORS' FEES AND BENEFITS

Pursuant to Section 230(1) of the Companies Act 2016, the fees of the directors, and any benefits payable to the directors of a listed company and its subsidiaries shall be approved at the general meeting.

The Resolution 6, if approved, will authorise the payment of Directors' fees to the Non-Executive Directors ("NED") pursuant to Clause 95 of the Company's Constitution.

The Resolution 7, if approved, will authorise the payment of Directors' benefits to the NED by the Company. The Directors' benefits of RM385,000 for the period from 23 September 2020 until the next AGM in year 2021 are derived from the estimated meeting allowance based on the number of scheduled meetings and unscheduled meetings (when necessary) for the Board and Board Committees, number of NEDs involved in the meetings, overseas allowance of the Chairman of Audit Committee (IJM India Operations), travel claims of the NEDs and car benefits of the Non-Executive Chairman. The meeting allowance for a NED is RM1,000 per meeting.

The Resolution 8 is in relation to the payment of Directors' fees and/or meeting allowance by IJM Plantations Berhad ("IJMP"), a 56% owned subsidiary to several common Directors of the Company. The details are as follows:-

- (a) Directors' fees of RM381,861 payable to Tan Sri Dato' Tan Boon Seng @ Krishnan, Pushpanathan A/L S A Kanagarayar, Liew Hau Seng (appointed on 1 September 2019) and Dato' Soam Heng Choon (resigned on 31 August 2019) for the financial year ended 31 March 2020; and
- (b) the common Directors are also entitled to the meeting allowance of IJMP for RM1,000 per person for each meeting attended. The estimated Directors' meeting allowance of RM30,000 is based on the number of scheduled meetings and unscheduled meetings (when necessary) for the Board and Board Committees of IJMP during the period from 23 September 2020 until the next AGM in year 2021.

The Directors' fees and/or meeting allowance payable by IJMP are subject to the shareholders' approval at the general meeting of IJMP.

### 3. AUTHORITY TO ISSUE SHARES UNDER SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016

The Resolution 9, if approved, will empower the Directors to issue up to 10% of the total number of issued shares (excluding treasury shares) of the Company, for purposes of funding future investment projects, working capital, acquisitions and/or so forth. The approval is a renewal of general mandate and is sought to provide flexibility and avoid any delay and cost in convening a general meeting for such issuance of shares for fund raising activities, including placement of shares. The authorisation, unless revoked or varied by the Company at a general meeting, will expire at the next AGM. At this juncture, there is no decision to issue new shares. Should there be a decision to issue new shares after the authorisation is sought, the Company will make an announcement of the actual purpose and utilisation of proceeds arising from such issuance of shares.

### 4. SHARE BUY-BACK AUTHORITY

The details of the proposal are set out in the Share Buy-Back Statement dated 24 August 2020, which is published at the Company's website at [www.ijm.com/investor/aggm](http://www.ijm.com/investor/aggm).