



IOI PROPERTIES
IOI PROPERTIES GROUP BERHAD
 Company Registration No. 201301005964 (1035807-A)
 (Incorporated in Malaysia)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Eighth Annual General Meeting ("8th AGM") of the Company will be conducted virtually through live streaming from the broadcast venue at Millennium Ballroom 1 (Level 1), Le Méridien Putrajaya, Lebuhraya IRC, IOI Resort City, 62502 Putrajaya, Malaysia on Wednesday, 28 October 2020 at 10:00 am for the following purposes:

AGENDA

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| <p>1. To receive the Audited Financial Statements for the financial year ended 30 June 2020 and the Reports of the Directors and Auditors thereon.</p> | Resolution 1 |
| <p>2. To re-elect the following Directors retiring by rotation pursuant to Article 91 of the Company's Constitution:
 (i) Dato' Lee Yeow Chor
 (ii) Lee Yoke Har</p> | Resolution 2 |
| <p>3. To approve the payment of Directors' fees (inclusive of Board Committees' fees) of RM1,190,000 for the financial year ending 30 June 2021 payable quarterly in arrears after each month of completed service of the Directors during the financial year.</p> | Resolution 3 |
| <p>4. To approve the payment of Directors' fees (other than Directors' fees) of up to RM350,000 for the period from 28 October 2020 until the next Annual General Meeting.</p> | Resolution 4 |
| <p>5. To re-appoint PricewaterhouseCoopers PLT, the retiring Auditors for the financial year ending 30 June 2021 and to authorise the Audit Committee to fix their remuneration.</p> | Resolution 5 |
| <p>6. As special business, to consider and if thought fit, to pass the following Ordinary Resolution:</p> | |

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, to purchase, from time to time during the validity of the approval and authority under this resolution, such number of ordinary shares 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 total number of issued shares 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 which may be distributed as dividends and/or resold on Bursa Securities and/or be dealt with by the Directors in the manners allowed by the Companies Act 2016;

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 otherwise 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 6

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

By Order of the Board,

Chee Ban Tuck (SSM PC No. 202008001798) (MIA 24078)
Chang Mei Yee (SSM PC No. 201908000539) (MAICSA 7064078)
 Joint Secretaries
 Putrajaya
 30 September 2020

Notes

A. Remote Participation and Electronic Voting

- As a precautionary measure in light of the Covid-19 pandemic, the Board of Directors ("Board") of the Company has decided that the 8th AGM of the Company will be held virtually through live streaming and online remote voting using Lumi AGM facilities. With Lumi AGM facilities, shareholders may exercise their rights as a member to participate (including to pose questions to the Board and/or Management of the Company) and vote at the 8th AGM, safely from their home. **Please refer to the Administrative Guide for the detailed steps on remote participation and electronic voting.**
 The main and only venue for the 8th AGM is the broadcast venue which is strictly for the purpose of complying with Section 327(2) of the Companies Act 2016 that requires the Chairman of the meeting to be at the main venue. **No Shareholder(s)/ Proxy(ies)/ Corporate Representative(s) from the public should be physically present at the broadcast venue on the day of the 8th AGM.**
- For all the above resolutions which are proposed as ordinary resolutions, more than half the votes cast must be in favour of the resolutions. Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities"), all resolutions will be put to vote by way of a poll.
- Only shareholders whose names appear in the Record of Depositors and Register of Members as at **21 October 2020** shall be eligible to participate and vote at the 8th AGM or appoint proxy to participate and vote on his or her behalf.

B. Appointment of Proxy

- A shareholder may appoint any person to be his or her proxy and there shall be no restriction as to the qualification of the proxy.
- If an instrument appointing a proxy is submitted in hard copy, it must be in writing under the hand of the appointor or of his or her attorney duly authorised in writing or, if the appointor is a corporation, either under seal or under the hand of two (2) authorised officers, one (1) of whom shall be a director, or of its attorney duly authorised in writing.
- A shareholder of the Company (including an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991 and Exempt Authorised Nominees who hold ordinary shares in the Company for multiple beneficial owners in one (1) securities account ("Omnibus Account")) may appoint more than one (1) proxy, provided that the shareholder specifies the proportion of his or her shareholdings to be represented by each proxy. When two (2) or more valid but differing appointments of proxy are delivered or received for the same share for use at the same meeting, the one which is last validly delivered or received (regardless of its date or the date of its execution) shall be treated as replacing and revoking the other or others as regards that share. If the Company is unable to determine which appointment was last validly delivered or received, none of them shall be treated as valid in respect of that share.
- 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.
- The proxy form may be made in hard copy or by electronic means, not less than forty-eight (48) hours before the time for holding the 8th AGM or any adjournment thereof, as follows:
 - In hard copy form**
 The proxy form must be deposited at Boardroom Share Registrars Sdn Bhd, **11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan.**
 - By electronic means**
 The proxy form can also be lodged electronically through Boardroom Smart Investor Online Portal at www.boardroomlimited.my by logging in and selecting "E-PROXY LODGEMENT" or email to bsr.helpdesk@boardroomlimited.com. Please follow the procedures provided in the Administrative Guide for the 8th AGM in order to deposit the proxy form electronically.
- Any corporation which is a shareholder can appoint one (1) or more corporate representatives who may exercise on its behalf all of its power as a shareholder in accordance with the Companies Act 2016 (the "Act").

C. Explanatory Notes to the Agenda

To help make things clearer, we have explained each resolution here. The Directors consider all the resolutions to be in the best interests of the Company and our shareholders as a whole. They unanimously recommend that shareholders vote in favour of them.

- To receive Audited Financial Statements for the financial year ended 30 June 2020**
 This Agenda item is meant for discussion only as under the provision of Section 340(1) (a) of the Act, the audited financial statements do not require a formal approval of the shareholders. Hence, this resolution will not be put forward for voting.
 The Chairman will give shareholders an opportunity to ask questions about, and make comments on the financial statements and reports and IOI Properties Group's performance in accordance with the mode of communication as provided in the Administrative Guide.
 Shareholders will also be given an opportunity to ask the representative(s) of the Company's Auditors, PricewaterhouseCoopers PLT ("PwC PLT"), questions relevant to audit matters, including the Auditors' Report.

2. Re-election of Directors

Dato' Lee Yeow Chor and Lee Yoke Har, who retire in accordance with Article 91 of the Company's Constitution, are standing for re-election as Directors of the Company and being eligible, have offered themselves for re-election at the 8th AGM.

The Company's Constitution 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 to 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 and it further states that a Director appointed by the Board to fill a casual vacancy or as an additional Director, shall hold office until the conclusion of the next AGM of the Company and shall be eligible for re-election.

Each of the Directors standing for re-election has undergone a performance evaluation and has demonstrated that he or she remains committed to the role and continues to be an effective and valuable member of the Board.

Detailed profile of each Director, including their career history, competencies and experience can be found from pages 118 to 124 of the Integrated Annual Report 2020.

3. Directors' fees and benefits payable

The Governance, Nominating and Remuneration Committee and the Board have 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 (inclusive of Board Committees' fees) for the financial year ending 30 June 2021 shall be payable quarterly in arrears after each month of completed service of the Directors during the financial year.

The Directors' benefits (other than Directors' fees and Board Committees' fees) comprise attendance allowances, insurance coverage and golf privilege benefit to Independent Non-Executive Directors. In determining the estimated total amount of Directors' benefits, the Board has considered various factors, among others, the estimated number of meetings for the Board and its Committees, estimated proportionate paid and payable insurance premium and the estimated usage of golf facilities based on the limits provided by the Company during the relevant period.

4. Re-appointment of Auditors

The Company's external Auditors, PwC PLT must offer themselves for re-appointment at each AGM at which Audited Financial Statements are presented. The performance and effectiveness of PwC PLT have been evaluated by the Audit Committee ("AC"), which included an assessment of PwC PLT's independence and objectivity. The AC having satisfied with the performance, suitability and independence of PwC PLT, had recommended to the Board that PwC PLT be re-appointed and its remuneration determined by the AC. The representatives of PwC PLT will be participating at the 8th AGM.

5. Proposed Renewal of Existing Share Buy-Back Authority

Ordinary Resolution 6 is to seek a renewal of the authority granted at the 7th AGM of the Company held on 6 November 2019, which will lapse at the conclusion of the 8th AGM to be held on 28 October 2020. The resolution authorises the Company to make market purchases of its own ordinary shares as permitted by the Act.

The Board seeks authority to purchase up to ten percent (10%) of the Company's total number of issued 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 asset value per share for the remaining shareholders and would be in the best interests of the Company generally, having due regard to appropriate gearing levels, alternative investment opportunities and the overall financial position of the Company.

Any purchases of ordinary shares would be by means of market purchases through Bursa Securities. 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 resold for cash or distributed as dividends or be dealt with by the Directors in the manners allowed by the Act. The Company did not purchase any ordinary shares during FY2020.

Please refer to the explanatory information in the Share Buy-Back Statement dated 30 September 2020.

PERSONAL DATA PRIVACY:

By registering for the remote participation and electronic voting meeting and/or submitting an instrument appointing a proxy(ies) and/or representative(s) to participate and vote at the 8th AGM and/or any adjournment thereof, a shareholder of the Company (i) consents to the collection, use and disclosure of the shareholder'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 8th AGM (including any adjournment thereof), and the preparation and compilation of the attendance lists and other documents relating to the 8th AGM (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing requirements, regulations and/or guidelines (collectively, the "Purposes"), (ii) warrants that where the shareholder discloses the personal data of the shareholder's proxy(ies) and/or representative(s) to the Company (or its agents), the shareholder 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 shareholder will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the shareholder's breach of warranty.