



Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN THAT the Fifty-First Annual General Meeting ("51st AGM") of the Company will be conducted virtually through live streaming from the broadcast venue at Millennium Ballroom 1 (Level 1), Le Méridien Putrajaya, Lebuh IRC, IOI Resort City, 62502 Putrajaya, Malaysia on Friday, 30 October 2020 at 10:00 am for the following purposes:

AGENDA

- To receive the Audited Financial Statements for the financial year ended 30 June 2020 and the Reports of the Directors and Auditors thereon.
- To re-elect the following Directors retiring by rotation pursuant to Article 91 of the Company's Constitution:
 - Tan Sri Dr Rahamat Bivi binti Yusoff
 - Dato' Lee Yeow Chor
- To approve the payment of Directors' fees (inclusive of Board Committees' fees) of RM1,085,000 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.
- To approve the payment of Directors' benefits (other than Directors' fees) of up to RM280,000 for the period from 30 October 2020 until the next Annual General Meeting.
- To re-appoint BDO PLT, the retiring Auditors for the financial year ending 30 June 2021 and to authorise the Audit and Risk Management Committee to fix their remuneration.
- As special business, to consider and if thought fit, to pass the following Ordinary Resolutions:

6.1 Continuation in Office as Independent Non-Executive Directors

"THAT authority be and is hereby given to Datuk Karunakaran @ Karunakaran a/l Ramasamy, who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, to continue to act as an Independent Non-Executive Director of the Company until the conclusion of the next Annual General Meeting of the Company."

"THAT authority be and is hereby given to Cheah Tek Kuang, who will be attaining a cumulative term of nine (9) years on 22 August 2021 as an Independent Non-Executive Director of the Company, to continue to act as an Independent Non-Executive Director of the Company until the conclusion of the next Annual General Meeting of the Company."

6.2 Authority to Directors to allot and issue shares pursuant to Section 76 of the Companies Act 2016

"THAT pursuant to Section 76 of the Companies Act 2016, 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 five percent (5%) of the total number of issued shares of the Company for the time being 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."

6.3 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:

- 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;
- the expiration of the period within which the next Annual General Meeting after that date is required by law to be held; or
- 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."

6.4 Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature

"THAT subject always to the provisions of the Companies Act 2016 (the "Act"), the Constitution of the Company, Main Market Listing Requirements of Bursa Malaysia Securities Berhad or other regulatory authorities, approval be and is hereby given to the Company and/or its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature which are necessary for day-to-day operations involving the interests of Directors, major shareholders or persons connected to the Directors and/or major shareholders of the Company and its subsidiaries ("Related Parties"), as detailed in Part B, Section 4 of the Circular to Shareholders of the Company dated 1 October 2020 ("Shareholders' Mandate") subject to the following:

- the transactions are carried out in the ordinary course of business on normal commercial terms which are not more favourable to the Related Parties than those generally available to the public and are not to the detriment of the minority shareholders of the Company; and
- disclosure is made in the annual report of the aggregate value of transactions conducted pursuant to the Shareholders' Mandate during the financial year.

THAT the authority conferred by this resolution will commence immediately upon the passing of this resolution and shall continue to be in force until:

- the conclusion of the next Annual General Meeting of the Company, at which time it will lapse, unless renewed by a resolution passed by the shareholders of the Company in a general meeting;
- the expiration of the period within which the next Annual General Meeting of the Company after that date is required to be held pursuant to Section 340(2) of the Act (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
- revoked or varied by resolution passed by the shareholders of the Company in a general meeting,

whichever is the earlier,

AND THAT the Directors of the Company be and are hereby authorised to complete and do all such acts and things as they may consider expedient or necessary to give effect to the Shareholders' Mandate."

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

By Order of the Board,

Tan Choong Khiang

Secretary
(SSM PC No. 201908000048)
(MAICSA 7018448)

Putrajaya
1 October 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 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 51st 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 51st 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 51st 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 **22 October 2020** shall be eligible to participate and vote at the 51st 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 51st AGM or any adjournment thereof, as follows:

(i) 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.**

(ii) 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 51st 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.

1. 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 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, BDO PLT, questions relevant to audit matters, including the Auditors' Report.

2. Re-election of Directors

Tan Sri Dr Rahamat Bivi binti Yusoff and Dato' Lee Yeow Chor, 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 51st 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. The Board has also conducted assessment on the independence of the Independent Director who is seeking for re-election and is satisfied that the Independent Director has complied with the independence criteria applied by the Company and continue to bring independent and objective judgement to the Board deliberation.

Detailed profile of each Director, including their career history, competencies and experience can be found from pages 74 to 79 of the Annual Report 2020.

3. Directors' fees and benefits payable

The Governance, Nominating and Remuneration Committee ("GNRC") 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, BDO PLT must offer themselves for re-appointment at each AGM at which Audited Financial Statements are presented. The performance and effectiveness of BDO PLT have been evaluated by the Audit and Risk Management Committee ("ARMC"), which included an assessment of BDO PLT's independence and objectivity. The ARMC having satisfied with the performance, suitability and independence of BDO PLT, had recommended to the Board that BDO PLT be re-appointed and its remuneration be determined by the ARMC. The representatives of BDO PLT will be participating at the 51st AGM.

5. Continuation in Office as Independent Non-Executive Directors

Ordinary Resolutions 6 and 7 are to seek approval from the shareholders for Datuk Karunakaran @ Karunakaran a/l Ramasamy ("Datuk Karunakaran") and Mr Cheah Tek Kuang ("Mr Cheah") to continue in office as Independent Non-Executive Directors ("INED") of the Company.

Datuk Karunakaran was appointed to the Board on 17 January 2011 as an INED and therefore has served for a cumulative term of more than nine (9) years and shareholders' approval had been sought at the last AGM to allow Datuk Karunakaran to continue in office until the conclusion of the 51st AGM. Whereas, Mr Cheah who was appointed as an INED on 22 August 2012 will attain a cumulative term of nine (9) years on 22 August 2021.

The GNRC had on 15 September 2020 assessed the independence of all INEDs including Datuk Karunakaran and Mr Cheah. The Board recommended that the approval of the shareholders be sought to retain both Datuk Karunakaran and Mr Cheah as INEDs as they possess the following attributes necessary in exercising their roles and functions as INEDs of the Company:

- They have met the criteria under the definition of Independent Director pursuant to Chapter 1 of the Main Market Listing Requirements of Bursa Securities;
- They have vast experience in different sector of industries and as such could provide the Board with a diverse set of experience, expertise and independent judgement;
- They possess detailed knowledge of the Company's business operations, the challenges faced by the Company, the environment in which it operates and the Company's corporate history. The Board benefits from their experience, who have, over time, gained valuable insights into the Company, its market and the industry;
- They consistently challenge the management in an effective and constructive manner;
- They actively express their views and participate in Board deliberations and decision making in an objective manner; and
- Their length of service on the Board do not in any way interfere with their fiduciary duties in exercising due care in the best interest of the Company and minority shareholders.

6. Authority to Directors to allot and issue shares pursuant to Section 76 of the Act

Ordinary Resolution 8 is to seek a renewal of the general mandate which was approved at the 50th AGM of the Company held on 25 October 2019, and will lapse at the conclusion of the 51st AGM to be held on 30 October 2020.

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), acquisition(s) and for strategic reasons or such other purposes as the Directors consider would be in the best interest of the Company. 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 8, to allot and issue shares in the Company up to an amount not exceeding in total **five percent (5%)** of the total number of issued shares 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 76 of the Act under the general mandate which was approved at the 50th 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 executive share option scheme.

7. Proposed Renewal of Existing Share Buy-Back Authority

Ordinary Resolution 9 is to seek a renewal of the authority granted at the 50th AGM of the Company held on 25 October 2019, which will lapse at the conclusion of the 51st AGM to be held on 30 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 had bought back 18,220,000 ordinary shares at an average price of RM3.74 per ordinary share during the financial year ended 30 June 2020, all of which are currently being held as treasury shares.

Please refer to the explanatory information in the Share Buy-Back Statement dated 1 October 2020.

8. Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions ("RRPT") of a Revenue or Trading Nature ("Proposed Shareholders' Mandate")

Ordinary Resolution 10 is to seek approval from the shareholders for renewal of the shareholders' mandate for RRPT granted by the shareholders of the Company at the 50th AGM held on 25 October 2019. The Proposed Shareholders' Mandate will enable the Company and its subsidiaries to enter into any of the RRPT of a revenue or trading nature which are necessary for the day-to-day operations involving the interest of Directors, major shareholders or persons connected to the Directors and/or major shareholders of the Company and its subsidiaries ("Related Parties"), subject to the transactions being in the ordinary course of business, on normal commercial terms which are not more favourable to the Related Parties than those generally available to the public and are not to the detriment of the minority shareholders of the Company. This authority unless revoked or varied at a general meeting, will expire at the conclusion of the next AGM of the Company. The details of the proposal are set out in Part B of the Circular to Shareholders dated 1 October 2020.

Resolution 1

Resolution 2

Resolution 3

Resolution 4

Resolution 5

Resolution 6

Resolution 7

Resolution 8

Resolution 9

Resolution 10

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 51st 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 51st AGM (including any adjournment thereof), and the preparation and compilation of the attendance lists and other documents relating to the 51st 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.