

# NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the 40<sup>th</sup> Annual General Meeting (“AGM”) of IJM CORPORATION BERHAD [198301008880 (104131-A)] will be held virtually through live streaming from the broadcast venue at the Centrestage, 3<sup>rd</sup> Floor, Wisma IJM, Jalan Yong Shook Lin, 46050 Petaling Jaya, Selangor Darul Ehsan, Malaysia (“Broadcast Venue”) on Thursday, 29 August 2024, at 10.00 a.m. to transact the following matters:-

1. To receive the audited financial statements for the year ended 31 March 2024 together with the reports of the Directors and Auditors thereon.
2. To re-elect Tan Ting Min who retires by rotation in accordance with Clause 88 of the Company’s Constitution and who being eligible, offers herself for re-election. (Resolution 1)

*Please refer to Explanatory Note 1*

3. To re-elect Datuk Ir. Ahmad ‘Asri bin Abdul Hamid who retires in accordance with Clause 92 of the Company’s Constitution and who being eligible, offers himself for re-election. (Resolution 2)

*Please refer to Explanatory Note 1*

4. To re-appoint PricewaterhouseCoopers PLT as Auditors and to authorise the Directors to fix their remuneration. (Resolution 3)

5. As special business to consider and pass the following resolutions:-

a) DIRECTORS’ FEES

- (i) “THAT the payment of Directors’ fees to the Non-Executive Directors for the period from 30 August 2024 until the next Annual General Meeting based on the following structure be approved:- (Resolution 4)

Fees per person	Board (RM/annum)	Audit Committee (RM/annum)	Audit Committee (India Operations) (RM/annum)	Nomination & Remuneration Committee (RM/annum)	Operating Committee (RM/annum)	Risk Management & Sustainability Committee (RM/annum)
Chairperson	300,000	75,000	60,000	37,500	-	37,500
Member	150,000	56,600	-	28,700	28,700	28,700

*Please refer to Explanatory Note 2*

- (ii) “THAT the payment of Directors’ fees of RM39,462 to the Non-Executive Director, serving as an Operating Committee member, for the period from 14 April 2023 to 29 August 2024 be approved.” (Resolution 5)

*Please refer to Explanatory Note 2*

- (iii) “THAT the payment of Directors’ fees of RM71,175 to several Non-Executive Directors, serving as Risk Management & Sustainability Committee members, for the period from 30 November 2023 to 29 August 2024 be approved.” (Resolution 6)

*Please refer to Explanatory Note 2*

- b) DIRECTORS’ BENEFITS (Resolution 7)

“THAT the payment of Directors’ benefits to the Non-Executive Directors for the period from 30 August 2024 until the next Annual General Meeting be approved as follows:-

- (i) meeting allowance of RM1,500 per person for each meeting attended; and
- (ii) other benefits of up to an amount of RM376,000.”

*Please refer to Explanatory Note 2*



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c) DIRECTORS' FEES AND MEETING ALLOWANCE OF SUBSIDIARIES

"THAT the payment of Directors' fees and/or meeting allowance by subsidiaries to several Non-Executive Directors be approved as follows:-

(i) Directors' fees of RM48,000 each per annum for the period from 30 August 2024 until the next Annual General Meeting; and (Resolution 8)

(ii) Directors' meeting allowance of RM1,000 per person for each meeting attended during the period from 30 August 2024 until the next Annual General Meeting." (Resolution 9)

*Please refer to Explanatory Note 2*

d) 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 Explanatory Note 3*

By Order of the Board

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

Petaling Jaya  
31 July 2024

# NOTICE OF ANNUAL GENERAL MEETING

## IMPORTANT NOTICE

### A. VIRTUAL MEETING

The 40<sup>th</sup> AGM of the Company will be conducted online from the Broadcast Venue. Members can attend, participate and vote in the meeting remotely (online) 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 40<sup>th</sup> 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 **22 August 2024** 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 28 August 2024**:-

(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 its Customer Service Counter at Unit G-3, Ground Floor, Vertical Podium, 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> by following the procedures provided in the Administrative Guide for the 40<sup>th</sup> AGM; and

- (vi) a member who has appointed a proxy or authorised representative to attend and vote at the 40<sup>th</sup> AGM via RPV Facilities 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 40<sup>th</sup> AGM.

- C. The Annual Report, Share Buy-Back Statement, Form of Proxy and Administrative Guide are available for viewing and/or downloading at <https://www.ijm.com/investor/agm>.

## EXPLANATORY NOTES ON ORDINARY/SPECIAL BUSINESS

### 1. RE-ELECTION OF DIRECTORS

Tan Ting Min and Datuk Ir. Ahmad ‘Asri bin Abdul Hamid have respectively signed a declaration of fitness and propriety according to the Fit and Proper Policy of the Company, and being eligible, have offered themselves for re-election at this AGM. The Directors have met the fit and proper criteria as set out in the Directors’ Fit and Proper Policy.

The performance of each Director subject for re-election had been assessed through the annual Board Effectiveness Evaluation. The Nomination & Remuneration Committee and the Board are satisfied with the performance of the Directors, and are of the view that their continued service would benefit the Company and its stakeholders.

The profiles of the Directors who are subject for re-election are set out on pages 30 and 32 of the Annual Report 2024.

### 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.

#### (a) Resolution 4

If approved, the payment of Directors’ fees to Non-Executive Directors (“NED”) will be made on a quarterly basis, upon the discharge of responsibilities and rendering of services by the NED, based on the fee structure for the period from 30 August 2024 until the next AGM in year 2025.

#### (b) Resolution 5

Dato’ Ir. Tan Gim Foo (“DTGF”) was appointed as a member of the Operating Committee on 14 April 2023. The payment of RM39,462 to DTGF as an Operating Committee member for the period from 14 April 2023 to 29 August 2024 is derived based on an annual fee of RM28,700.

#### (c) Resolution 6

The Risk Management & Sustainability Committee (“RMSC”) was set up on 30 November 2023 and the members of the RMSC are Datuk Ir. Ahmad ‘Asri bin Abdul Hamid (Chair), Loh Lay Choon and Azhar Bin Ahmad. The payment of RM71,175 to the RMSC members for the period from 30 November 2023 to 29 August 2024 is derived based on the fee structure set out below:-

Fees per person	Risk Management & Sustainability Committee (RM/annum)
Chairperson	37,500
Member	28,700

#### (d) Resolution 7

If approved, will authorise the payment of Directors’ benefits to NED by the Company for the period from 30 August 2024 until the next AGM in year 2025. The meeting allowance for a NED is RM1,500 per meeting. The amount of RM376,000 for other benefits consist of overseas allowance of the Chairman of Audit Committee (IJM India Operations), travel and medical claim of the NEDs and car benefits of the Non-Executive Chairman.

#### (e) Resolutions 8 and 9

(i) The Resolution 8 is in relation to the payment of Directors’ fees by IJM Land Berhad (“IJML”) and IJM Construction Sdn Bhd (“IJMC”) to Datuk Lee Teck Yuen (“DLTY”) and Dato’ Ir. Tan Gim Foo (“DTGF”) respectively, as well as other NEDs who may be appointed to the Board of IJML and IJMC. The payment of RM48,000 each person per annum will be made on a quarterly basis, upon the discharge of responsibilities and rendering of services by the NED, for the period from 30 August 2024 until the next AGM in year 2025; and

(ii) The Resolution 9 is in relation to meeting allowance payable by IJML, IJMC and other subsidiaries for Board meetings to be attended by DLTY, DTGF and other NEDs who may be invited to attend the meetings, during the period from 30 August 2024 until the next AGM in year 2025. All of them are entitled to a meeting allowance of RM1,000 per person for each meeting attended.

The Directors’ fees and/or meeting allowance payable by IJML and IJMC are subject to the shareholders’ approval at the general meetings of IJML and IJMC respectively.

### 3. SHARE BUY-BACK AUTHORITY

The details of the proposal are set out in the Share Buy-Back Statement dated 31 July 2024, which is available at the Company’s website at <https://www.ijm.com/investor/agm>.