



IOI PROPERTIES

Trusted.

IOI PROPERTIES GROUP BERHAD

Company Registration No. 201301005964 (1035807-A)
(Incorporated in Malaysia)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting (“EGM” or “Meeting”) of IOI Properties Group Berhad (“IOIPG” or the “Company”) will be convened and held physically (Physical Meeting) at Millennium Ballroom 1 (Level 1), Le Méridien Putrajaya, Lebuhr IRC, IOI Resort City, 62502 Putrajaya, Malaysia (“Meeting Venue”) and by way of electronic means (Virtual Meeting) via ConveneAGM Meeting Platform at <https://conveneagm.my/ioipropertiesegm2024> (Domain Registration No. D64475992) (“Meeting Platform”) on Thursday, 7 November 2024 at 12:00 noon or immediately after the conclusion of the 12th Annual General Meeting of the Company scheduled to be held at the same Meeting Venue on the same day at 10:00 am, whichever is later, or at any adjournment thereof, for the purpose of considering and if thought fit, passing with or without modifications the resolution set out below:

ORDINARY RESOLUTION

PROPOSED SECTION 218 SHAREHOLDERS' CONSENT TO CONSENT TO THE CONFLICT OF INTEREST POSITION AND ENGAGEMENT IN BUSINESS WHICH IS DEEMED IN COMPETITION WITH IOIPG ARISING BY VIRTUE OF LEE YEOW SENG, THE GROUP CHIEF EXECUTIVE OFFICER AND MAJOR SHAREHOLDER HOLDING AN INTEREST IN SHENTON 101 PTE LTD PURSUANT TO SECTION 218 OF THE COMPANIES ACT 2016 (“PROPOSED SECTION 218 SHAREHOLDERS' CONSENT”)

“THAT consent be and is hereby given to Lee Yeow Seng, the Group Chief Executive Officer and major shareholder of the Company (“LYS”), to continue to hold an interest in Shenton 101 Pte Ltd (“Shenton 101”) and be engaged in matters relating to or arising out of his investment in “Shenton House”, a commercial property located at 3 Shenton Way, 068805 Singapore which consists of 204 strata units and common property under the Management Corporation Strata Title Plan No. 637 located in the Republic of Singapore and bearing the title details of Lot No. TS30-79K, comprised in the Certificate of Title Volume 59 Folio 133 (“Shenton House” or “Property”), including but not limited to the redevelopment of the Property and the subsequent property development, property investment, hospitality and operation of a hotel and/or serviced apartments activities of Shenton 101 and other similar activities relating to Shenton House.

AND THAT the Board of Directors of the Company (“Board”), save for LYS and Dato’ Lee Yeow Chor, who is a person connected to LYS, be and is hereby authorised and empowered to do all things and acts as may be required to give full effect to this resolution, with full power to assent to any terms, conditions, modifications and/or amendments as may be required or as the Board may deem necessary or expedient in the best interest of the Company and to do all acts, deeds and things to give full effect to this Proposed Section 218 Shareholders’ Consent.”

By Order of the Board,

Chee Ban Tuck (SSM PC 202208000217) (MIA 24078)

Company Secretary

Putrajaya

9 October 2024

Notes:

A. Hybrid EGM

1 The EGM of the Company will be held on a hybrid mode whereby shareholders, proxies and corporate representatives will have the option to attend the EGM:

- physically (in person) at the Meeting Venue (“Physical Attendance”); or
- virtually using Remote Participation and Electronic Voting (RPEV) facilities available on the Meeting Platform at <https://conveneagm.my/ioipropertiesegm2024> (“Virtual Attendance”).

Please refer to the registration procedures provided in the Administrative Guide for both Physical Attendance and Virtual Attendance.

- 2 Only shareholders whose names appear in the Record of Depositors and Register of Members as at **23 October 2024** shall be eligible to participate and vote at the EGM or to appoint proxy to participate and vote on his or her behalf.
- 3 All shareholders, proxies and corporate representatives who wish to attend the EGM are **required to pre-register** their attendance at Meeting Platform to verify their eligibility to attend the EGM based on the Record of Depositors and Register of Members as at **23 October 2024** and to confirm their mode of attendance, either Physical Attendance or Virtual Attendance.
- 4 The ordinary resolution will be carried if more than half of the votes cast are in favour of this resolution. Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements (“Listing Requirements”) of Bursa Malaysia Securities Berhad (“Bursa Malaysia”), the ordinary resolution shall be put to vote by way of a poll.

B. Appointment of Proxy

- 1 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.
- 2 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 2 authorised officers, 1 of whom shall be a director, or of its attorney duly authorised in writing.
- 3 A shareholder of the Company [including an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991 and Exempt Authorised Nominee who holds ordinary shares in the Company for multiple beneficial owners in 1 securities account (Omnibus Account)] may appoint more than 1 proxy, provided that the shareholder specifies the proportion of his or her shareholdings to be represented by each proxy. When 2 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 in respect of 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.
- 4 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.
- 5 The proxy form may be made in hard copy or by electronic means, not less than 48 hours before the time for holding the EGM or any adjournment thereof, as follows:
 - In hard copy form**
The proxy form must be deposited at the office of our Administration and Polling Agent, KPMG Metaling & Risk Consulting Sdn Bhd at Concourse, KPMG Tower, No. 8, First Avenue, Bandar Utama, 47800 Petaling Jaya, Selangor Darul Ehsan, Malaysia.
 - By electronic means**
The proxy form can also be lodged electronically through ConveneAGM Meeting Platform at <https://conveneagm.my/ioipropertiesegm2024> or email to support_conveneagm@kpmg.com.my. *Please follow the procedures provided in the Administrative Guide on how to deposit the proxy form electronically.*
- 6 Any corporation which is a shareholder can appoint 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.

Personal data privacy:

By submitting an instrument appointing proxy and/or representative to participate and vote at the EGM 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 proxy(ies) and representative(s) appointed for the EGM (including any adjournment thereof), and the preparation and compilation of the attendance lists and other documents relating to the EGM (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.