



IOI PROPERTIES

IOI PROPERTIES GROUP BERHAD

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

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Welcome to the Seventh AGM

The Seventh AGM of IOI Properties Group Berhad will be held at Millennium Ballroom 1 (Level 1), Le Méridien Putrajaya, Lebuhr IRC, IOI Resort City, 62502 Putrajaya, Malaysia on **Wednesday, 6 November 2019 at 10:00 am**.

Agenda

Introduction	The Chairman will introduce the Directors and outline the business of the Seventh AGM.
Question and answer session	The Directors will answer any questions raised by shareholders during the Seventh AGM.
Polling	You will be asked to consider and vote on a number of resolutions. These resolutions are listed in full on pages 02 to 04 together with explanatory notes on pages 05 to 07.

This document is important and requires your immediate attention. If you are not sure what action to take, you should consult your stockbroker, bank manager, solicitor, accountant or other professional adviser immediately.

If you have sold or transferred all of your shares in IOI Properties Group Berhad, please send these documents and any documents that came with it as soon as possible to the purchaser or transferee, or to the stockbroker or other agent who helped you with the sale or transfer, so that they can forward the documents to the purchaser or transferee.

Please read the Administrative Details and Notes for Shareholders in this Seventh AGM guide to find out:

- How to vote
- How to appoint a proxy to attend the Seventh AGM on your behalf
- Other information about the Seventh AGM

NOTICE OF SEVENTH AGM

NOTICE IS HEREBY GIVEN THAT the Seventh Annual General Meeting (“**Seventh AGM**”) of the Company will be held at Millennium Ballroom 1 (Level 1), Le Méridien Putrajaya, Lebuhr IRC, IOI Resort City, 62502 Putrajaya, Malaysia on Wednesday, 6 November 2019 at 10:00 am for the following purposes:

AGENDA

- 1 To receive the Audited Financial Statements for the financial year ended 30 June 2019 and the Reports of the Directors and Auditors thereon.
- 2 To re-elect the following Directors retiring by rotation pursuant to Article 87 of the Company's Constitution:
 - (i) Datuk Tan Kim Leong
 - (ii) Lee Yeow Seng
- 3 To consider and if thought fit, to pass the following Ordinary Resolution:

“THAT the payment of Directors’ fees (inclusive of Board Committees’ fees) of RM1,190,000 for the financial year ending 30 June 2020 payable quarterly in arrears after each month of completed service of the Directors during the financial year be and is hereby approved.”
- 4 To approve the payment of Directors’ benefits (other than Directors’ fees) of up to RM300,000 for the period from 6 November 2019 until the next Annual General Meeting.
- 5 To re-appoint Messrs PricewaterhouseCoopers PLT, the retiring Auditors for the financial year ending 30 June 2020 and to authorise the Audit Committee to fix their remuneration.
- 6 As special business, to consider and if thought fit, to pass the following Ordinary/Special Resolution(s):

Resolution 1 Resolution 2

Resolution 3

Resolution 4

Resolution 5

Resolution 6

6.1 Ordinary Resolution 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 ten percent (10%) of the issued share capital for the time being of the Company 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.”

6.2 Ordinary Resolution 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 Malaysia**”) 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 issued share capital 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 and distributed as dividends or resold on Bursa Malaysia;

6.2 Ordinary Resolution (continued) Proposed Renewal of Existing Share Buy-Back Authority (continued)

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 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 Malaysia or any other relevant authorities.”

Resolution 7

6.3 Ordinary Resolution Proposed Gratuity Payment to Former Executive Chairman of the Company

“THAT approval be and is hereby given for the Company to pay a gratuity amounting to RM17.732 million to the late Tan Sri Dato’ Lee Shin Cheng in recognition of his 44 years of service and contribution to IOI Properties Group.

AND THAT authority be and is hereby given to the Directors of the Company to take all such actions as they may consider necessary to give full effect to this resolution.”

Resolution 8

6.4 Special Resolution Proposed Amendments to the Constitution of the Company

“THAT approval be and is hereby given to alter or amend the whole of the existing Constitution of the Company by the replacement thereof with a new Constitution of the Company as set out in Part B of the Circular to Shareholders dated 7 October 2019 with immediate effect AND THAT the Directors and Company Secretary of the Company be and are hereby authorised to do all acts and things and take all such steps as may be considered necessary to give full effect to the foregoing.”

Special Resolution

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

By Order of the Board,

Chee Ban Tuck (MIA 24078)
Chang Mei Yee (MAICSA 7064078)
Joint Secretaries

Putrajaya
7 October 2019

NOTICE OF SEVENTH AGM

Notes

- 1 Items 1 to 6.3 above are proposed as ordinary resolutions except item 6.4 as special resolution. For any of the ordinary resolutions listed above to be passed at the Seventh AGM, more than half the votes cast must be in favour of the resolutions, while for special resolution, at least three quarters of the votes cast required to be in favour.

Voting on all resolutions to be proposed at the Seventh AGM will be by way of a poll. The Board believes a poll is more representative of shareholders' voting intentions because shareholders' votes are counted according to the number of shares held.
- 2 A shareholder may appoint any person to be his proxy and there shall be no restriction as to the qualification of the proxy.
- 3 An instrument appointing a proxy must be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised.
- 4 Subject to Note 5 below, a shareholder shall not be entitled to appoint more than two (2) proxies to attend and vote at the same meeting. If a shareholder appoints two (2) proxies to attend at the same meeting, the instrument of proxy must specify the proportion of his shareholdings to be represented by each proxy and only one (1) of those proxies is entitled to vote on show of hands.
- 5 Where a shareholder of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one (1) securities account, there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds. An exempt authorised nominee refers to an authorised nominee defined under the Securities Industry (Central Depositories) Act 1991 ("SICDA") which is exempted from compliance with the provisions of Section 25A(1) of the SICDA.
- 6 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.
- 7 An instrument appointing a proxy must be deposited at Boardroom Corporate Services Sdn Bhd, **Level 6, Symphony House, Pusat Dagangan Dana 1, Jalan PJU 1A/46, 47301 Petaling Jaya, Selangor Darul Ehsan** not less than 48 hours before the time for holding the Seventh AGM or any adjournment thereof.
- 8 Any corporation which is a shareholder can appoint one 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").
- 9 Only shareholders whose names appear in the Record of Depositors and Register of Members as at **25 October 2019** shall be eligible to attend the Seventh AGM or appoint proxy to attend and vote on his behalf.
- 10 By submitting the proxy form, the shareholder accepts and agrees to the collection, use and disclosure of the shareholder's personal data by the Company (or its agents or service providers) for the purpose of preparation and compilation of documents relating to the Seventh AGM (including any adjournment thereof).

EXPLANATORY NOTES TO THE RESOLUTIONS

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.

If you have any questions about the resolutions, please contact the following persons during office hours (9.00 am to 5.45 pm) on Mondays to Thursdays and (9.00 am to 5.15 pm) on Fridays:-

- Ms Felicia Chang (+60 3 8947 8987)
- Encik Muhammad Aliff (+60 3 8947 8903)

AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 30 JUNE 2019

This Agenda item is meant for discussion only as under the provision of Section 340(1) of the Act, the audited financial statements do not require a formal approval of the shareholders. Hence, this resolution will not put forward for voting.

The 2019 Annual Report (which includes the Financial Report, the Directors' Report and the Independent Auditors' Report) will be presented to the meeting. Shareholders can access a copy of the 2019 Annual Report at IOI Properties Group Berhad ("IOIPG")'s website, www.ioiproperties.com.my.

The Chairman will give shareholders an opportunity to ask questions about, and make comments on, the financial statements and reports and IOIPG Group's performance.

Shareholders will also be given an opportunity to ask the representative(s) of IOIPG's Auditors, PricewaterhouseCoopers PLT ("PwC"), questions relevant to audit matters, including the Auditors' Report.

RE-ELECTION OF DIRECTORS

Datuk Tan Kim Leong and Lee Yeow Seng, who retire in accordance with Article 87 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 Seventh 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 eligible for re-election and it further states that a Director appointed by the Board 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 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's deliberation.

Detailed profile of each Director, including their career history, competencies and experience can be found from pages 130 to 136 of the 2019 Annual Report.

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, as well as the recommendation from the independent consultant who has carried out the review of Directors' remuneration in FY2018. The payment of Directors' fees (inclusive of Board Committees' fees) for FY2020 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 and insurance coverage. 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 and estimated proportionate paid and payable insurance premium.

EXPLANATORY NOTES TO THE RESOLUTIONS

RE-APPOINTMENT OF AUDITORS

The Company's Auditors must offer themselves for re-appointment at each AGM at which Audited Financial Statements are presented. The performance and effectiveness of Auditors have been evaluated by the Audit Committee, which included an assessment of the Auditors' independence and objectivity, which has recommended to the Board that PwC be re-appointed and its remuneration be determined by the Audit Committee. The representatives of PwC will be present at the Seventh AGM.

EXPLANATORY NOTES ON SPECIAL BUSINESSES

(i) Authority to Directors to allot and issue shares pursuant to Section 76 of the Act

Ordinary Resolution 6 is to seek a renewal of the general mandate which was approved at the Sixth AGM of the Company held on 31 October 2018 and which will lapse at the conclusion of the forthcoming Seventh AGM to be held on 6 November 2019.

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) and acquisition(s) and for strategic reasons. 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 Resolution 6, to allot and issue shares in the Company up to an amount not exceeding in total ten percent (10%) of the issued share capital 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 Sixth 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 employees' share option scheme.

(ii) Proposed Renewal of Existing Share Buy-Back Authority

Ordinary Resolution 7 is to seek a renewal of the authority granted at the Sixth AGM of the Company held on 31 October 2018 and which will lapse at the conclusion of the forthcoming Seventh AGM to be held on 6 November 2019. 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 issued share capital (excluding any treasury 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 assets 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 the Bursa Malaysia. 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 sold for cash. The Company did not purchase any ordinary shares during FY2019.

Please refer to explanatory information in Part A of the Circular to Shareholders dated 7 October 2019.

(iii) Proposed Gratuity Payment to the Former Executive Chairman of the Company

The late Tan Sri Dato' Lee Chin Cheng had indicated his intention to retire from his office as the Executive Chairman of the Company effective from 3 June 2019. The retirement of the former Executive Chairman was announced to Bursa Malaysia and the staff of the Group on 31 May 2019.

The late Tan Sri Dato' Lee was appointed to the Board of Directors (the "Board") of IOI Properties Berhad ("IOIP"), a 99.9%-owned subsidiary of the Company on 24 December 1975. IOIP is the property arm of IOI Corporation Berhad ("IOIC") prior to the internal reorganisation to demerge IOI Properties Group from the IOIC Group and listing of IOIPG on the Main Market of Bursa Malaysia on 15 January 2014.

The proposed gratuity was in recognition of the late Tan Sri Dato' Lee's commitment, dedication and contribution to IOI Properties Group, and as a gesture of appreciation for the late Tan Sri Dato' Lee's 44 years of service with the Group. The proposed gratuity payment of RM17.732 million is computed at 1 month for every year of service (i.e. 44 years) in the Group, based on his last drawn monthly salary of RM403,000, which is a one-off payment from the Company which, if approved by shareholders, will be paid in cash funded entirely from the internally generated funds of IOI Properties Group in early November 2019. The approval of the shareholders of the Company at the Seventh AGM is required for the proposed gratuity pursuant to Section 230(1) of the Act.

Upon the Board's (excluded the interested Directors) recommendation on the proposed gratuity subsequent to the issuance of the financial statements, the estate of late Tan Sri Dato' Lee has decided to voluntarily waive his bonus entitlement for FY2019.

(iv) Proposed Amendments to the Constitution of the Company

The proposed amendments to the existing Memorandum & Articles of Association (Constitution) of the Company ("Proposed Amendments") are made mainly for the following purposes:

- (a) To streamline and ensure compliance with the relevant provisions of the Act and Main Market Listing Requirements of Bursa Malaysia; and
- (b) To provide clarity and consistency throughout in order to facilitate and further enhance practicality and administrative efficiency.

Under Section 36 of the Act, amendments to the Constitution can be made if duly passed by a Special Resolution. In view of the substantial amount of the proposed amendments to the Constitution, the Board proposed that the existing Constitution be amended by the Company in its entirety by the replacement thereof with a new Constitution which incorporated all the Proposed Amendments as set out in Part B of the Circular to Shareholders dated 7 October 2019. In view of the above, the shareholders' approval is sought for the Proposed Amendments.

The Proposed Amendments shall take effect once the Special Resolution has been passed by a majority of not less than seventy-five per centum (75%) of such shareholders who are entitled to vote and do vote in person or by proxy at the Seventh AGM.

STATEMENT ACCOMPANYING NOTICE OF ANNUAL GENERAL MEETING

PURSUANT TO PARAGRAPH 8.27 (2) OF THE MAIN MARKET LISTING REQUIREMENTS OF
BURSA MALAYSIA SECURITIES BERHAD

(i) Details of individuals who are standing for election as Directors (excluding Directors standing for a re-election)

No individual is seeking election as a Director at the forthcoming Seventh AGM of the Company.

(ii) Directors standing for re-election

The Directors retiring by rotation and standing for re-election pursuant to Article 87 of the Constitution of the Company are as follows:

- Datuk Tan Kim Leong
- Lee Yeow Seng

The profiles of the above-named Directors are set out in the section entitled "Profile of Directors" on pages 130 and 132 of the 2019 Annual Report.

Their shareholdings in the Company and its related corporations are set out in the section entitled "Statement of Directors' Interests" on page 166 of the 2019 Annual Report.

SEVENTH AGM – ADMINISTRATIVE DETAILS AND NOTES FOR SHAREHOLDERS

Date : Wednesday, 6 November 2019
Time : 10:00 am
Venue : Millennium Ballroom 1 (Level 1), Le Méridien Putrajaya, Lebuhr IRC, IOI Resort City, 62502 Putrajaya, Malaysia

AGENDA

8:15 am Registration commences
9:00 am Millennium Ballroom 1 opens
10:00 am Seventh AGM begins

1. WHO CAN ATTEND?

Only shareholders or their authorised representatives or proxies should attend the Seventh AGM. Anyone else accompanying them may be admitted at IOI Properties Group Berhad (the "Company")'s discretion, but will not be entitled to speak or vote.

2. REGISTRATION

- Registration commences at **8:15 am in Millennium Ballroom 2 (Level 1), Le Méridien Putrajaya, Lebuhr IRC, IOI Resort City, 62502 Putrajaya, Malaysia** and will end at the time determined by the Chairman of the meeting.
- Original national identity card (I/C) or passport is required during registration for verification purpose. Upon verification of your I/C or passport and signing of attendance list, you will be given a personalised smart card. Please be reminded that there will be no replacement in the event that you lose or misplace the personalised smart card.
- If you are attending the Seventh AGM as shareholder, proxy or corporate representative, you will be registered once and will only be given one (1) personalised smart card and one (1) unit of electronic hand device to enter the meeting room.
- Please note that you will not be allowed to enter the meeting room without the personalised smart card.
- You will not be allowed to register on behalf of another person even with the original I/C or passport of that person.
- The registration counters will only handle verification for identities and registration. If you have any queries, please proceed to the Help Desk.
- Please vacate the registration area immediately after registration to prevent congestion.

3. SECURITY

To help keep our guests safe, there will be security guards at the venue. These security guards may ask to check the contents of your bags for security reasons, and to make sure that you are not taking any cameras, laptop computers or recording equipment into the Seventh AGM.

4. PARKING

- Parking is available at the basements of the Le Méridien Putrajaya and IOI City Mall, IOI Resort City, 62502 Putrajaya.
- Please bring your parking ticket to our "Complimentary Parking Counter" for validation.
- There will be security personnel to collect your parking ticket at the exits of the car parks from 8:30 am to 1:30 pm.
- There will be no replacement in the event that you lose or misplace the complimentary parking ticket. Valet parking is not entitled to the complimentary ticket.

SEVENTH AGM – ADMINISTRATIVE DETAILS AND NOTES FOR SHAREHOLDERS

5. Door Gift

Gift voucher will be given to shareholders/proxies upon registration based on the following:

Category	No. of Voucher
Shareholders present in person	One (1) voucher worth RM45/-
Proxy appointed (holds a minimum of 1,000 shares and above)	One (1) voucher worth RM45/- to the first named proxy

6. Meeting

- You are allowed to enter the meeting room from 9:00 am onwards.
- The meeting will start promptly at 10:00 am. Shareholders are reminded to be punctual.
- Kindly switch off your hand phone or put it on silent mode before you enter the meeting room.
- The resolutions set out on pages 02 and 03 of this Seventh AGM guide will be considered at the Seventh AGM. You will be asked to vote on these resolutions.
- Shareholders will have the opportunity to ask questions in an open forum session for each resolution to be tabled at the Seventh AGM.

7. Voting Information

- There are two (2) main ways in which members can exercise their right to vote:
 - Voting in person
 - Voting by proxy
- If you are unable to attend the Seventh AGM and wish to appoint a proxy to attend and vote on your behalf, please submit your Form of Proxy in accordance with the notes and instructions printed thereto.
- If you wish to attend the Seventh AGM yourself, please do not submit any Form of Proxy for the Seventh AGM. You will not be allowed to attend the Seventh AGM together with a proxy appointed by you unless you revoke the appointment of your proxy.
- If you have submitted your Form of Proxy prior to the Seventh AGM and subsequently decided to attend the Seventh AGM yourself, please proceed to the Help Desk to revoke the appointment of your proxy.
- Any corporate member who wishes to appoint a representative instead of a proxy to attend the Seventh AGM should present a valid instrument appointing a corporate representative which shall be in writing under the common seal of the corporation.
- If you have a power of attorney ("PA") from a shareholder and wish to vote, you must ensure that the certified true copy of the PA has been deposited at the office of the Administration and Polling Agent ("Polling Agent"), Boardroom Corporate Services Sdn Bhd not less than 48 hours before the time for holding the Seventh AGM or any adjournment thereof.
- A shareholder shall not be entitled to appoint more than two (2) proxies to attend and vote at the same meeting. If a shareholder appoints two (2) proxies to attend at the same meeting, the instrument of proxy must specify the proportion of his shareholdings to be represented by each proxy. However, where a shareholder of the company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one (1) securities account, there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.
- Any corporation which is a shareholder can appoint one or more corporate representative who may exercise on its behalf all of its power as a shareholder in accordance with the Companies Act 2016.
- On a poll, each shareholder who is entitled to vote and is present in person or by proxy or by corporate representative has one (1) vote for each share he or she holds.

- Voting on all resolutions will be by way of a poll. Your vote counts whether you are able to attend the meeting or not and we think poll voting is the fairest approach. If you come to the Seventh AGM you will be given a personalised smart card containing details of your shareholding.
- Before entering the meeting room, the Polling Agent will distribute one (1) unit of electronic hand device ("Keypad") to each registered shareholder or proxy or corporate representative present in person. The Polling Agent will provide guidance and Keypad instruction during the Seventh AGM.
- All Keypad and personalised smart card must be returned to the Polling Agent after the Seventh AGM before leaving the meeting room.
- A proxy or a corporate representative may cast the votes of the shareholders he or she is acting for in accordance with any instruction given in the form of proxy or the certificate of appointment of corporate representative. If there are no instructions indicated in the form of proxy as well as the certificate of appointment of corporate representative, the proxy/corporate representative will vote, or abstain from voting on the resolutions he/she may think fit.
- Please note that abstain vote will not be counted in the votes "for" or "against" the resolution.

8. The result of the voting

You can find out the result of the voting at the Seventh AGM and on our website at www.ioiproperties.com.my on 6 November 2019. You may check the announcement made by the Company to Bursa Malaysia Securities Berhad at www.bursamalaysia.com.

9. Documents for inspection

Copies of the following documents are available for inspection during normal business hours from Mondays to Fridays (except public holidays) at the registered office of the Company at Level 29, IOI City Tower 2, Lebuhr IRC, IOI Resort City, 62502 Putrajaya, Wilayah Persekutuan (Putrajaya), Malaysia. Copies will also be available for inspection at the Seventh AGM from 10:00 am until the conclusion of the Seventh AGM:

- Register of Directors, Managers and Secretaries
- Registers of Substantial Shareholders
- Constitution
- Letters of Appointment
- By-Laws of ESOS

10. Total voting rights and share capital

As at 25 September 2019 (the latest practicable date before the publication of this AGM notice) the issued share capital of the Company comprised 5,506,145,375 ordinary shares, each with one vote.

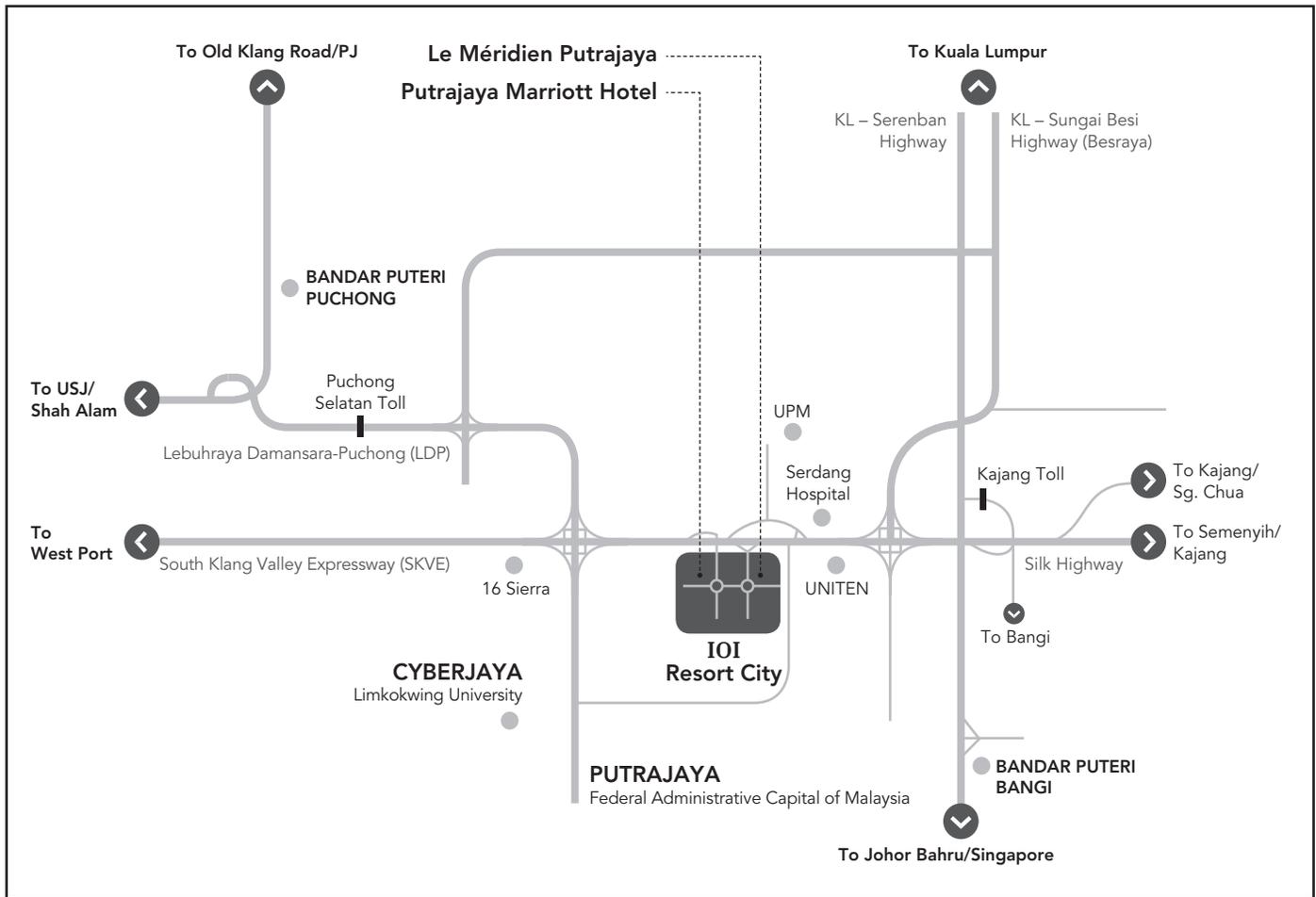
11. Enquiry

Our Polling Agent can help answer any questions you have. You may contact our Polling Agent for any questions about the voting or your shareholdings:

Boardroom Corporate Services Sdn Bhd
Level 6, Symphony House
Pusat Dagangan Dana 1
Jalan PJU 1A/46
47301 Petaling Jaya
Selangor Darul Ehsan

Telephone No. : +60 3 7841 8088 / 8099
Fax No. : +60 3 7841 8100
+60 3 7890 4670

LOCATION MAP



Le Méridien Putrajaya, Lebu IRC, IOI Resort City, 62502 Putrajaya, Malaysia

Tel: 03-8689 6888 Fax: 03-8689 6899

lemeridien.com/putrajaya



PROXY FORM

I/We _____
(Please use block letters)

NRIC/Co. No. _____ Mobile Phone No. _____

of _____

being a member(s) of IOI Properties Group Berhad, hereby appoint _____

NRIC No. _____

of _____

and/or failing him, the Chairman of the Meeting as my/our proxy to vote for me/us on my/our behalf at the Seventh Annual General Meeting ("Seventh AGM") of the Company to be held at **Millennium Ballroom 1 (Level 1), Le Méridien Putrajaya, Lebuhr IRC, IOI Resort City, 62502 Putrajaya, Malaysia** on **Wednesday, 6 November 2019** at **10.00 a.m.** or any adjournment thereof.

The proportion of my/our holding to be represented by my/our proxy/proxies are as follows:

First proxy "A" :	_____ %	No. of Shares Held :	_____
Second proxy "B" :	_____ %	CDS A/C No. :	_____
	_____ 100%		

My/our proxy/proxies shall vote as follows:

(Please indicate with an "X" or "✓" in the space provided as to how you wish your votes to be cast. If you do not do so, the proxy/proxies will vote, or abstain from voting on the resolutions as he/they may think fit)

No.	Resolutions		First Proxy "A"		Second Proxy "B"	
			For	Against	For	Against
1.	To re-elect Datuk Tan Kim Leong as a Director	Ordinary Resolution 1				
2.	To re-elect Lee Yeow Seng as a Director	Ordinary Resolution 2				
3.	To approve Directors' Fees (inclusive of Board Committees' fees) for the financial year ending 30 June 2020 payable quarterly in arrears	Ordinary Resolution 3				
4.	To approve the payment of Directors' benefits for the period from 6 November 2019 until the next Annual General Meeting	Ordinary Resolution 4				
5.	To re-appoint Messrs PricewaterhouseCoopers PLT as Auditors and to authorise the Audit Committee to fix their remuneration	Ordinary Resolution 5				
6.	To authorise the Directors to allot and issue shares pursuant to Section 76 of the Companies Act 2016	Ordinary Resolution 6				
7.	To approve the proposed renewal of existing share buy-back authority	Ordinary Resolution 7				
8.	To approve the proposed gratuity payment to the former Executive Chairman	Ordinary Resolution 8				
9.	To approve the proposed amendments to the Constitution of the Company	Special Resolution				

Dated this _____ day of _____ 2019

* Delete if inapplicable.

Signature of Shareholder/Common Seal

Notes:

- Items 1 to 8 above are proposed as ordinary resolutions except item 9 as special resolution. For any of the ordinary resolutions listed above to be passed at the Seventh AGM, more than half the votes cast must be in favour of the resolutions, while for special resolution, at least three quarters of the votes cast required to be in favour.
Voting on all resolutions to be proposed at the Seventh AGM will be by way of a poll. The Board of Directors believes a poll is more representative of shareholders' voting intentions because shareholders votes are counted according to the number of shares held.
- A shareholder may appoint any person to be his proxy and there shall be no restriction as to the qualification of the proxy.
- An instrument appointing a proxy must be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised.
- Subject to Note 5 below, a shareholder shall not be entitled to appoint more than two (2) proxies to attend and vote at the same meeting. If a shareholder appoints two (2) proxies to attend at the same meeting, the instrument of proxy must specify the proportion of his shareholdings to be represented by each proxy and only one (1) of those proxies is entitled to vote on show of hands.
- Where a shareholder of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one (1) securities account, there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds. An exempt authorised nominee refers to an authorised nominee defined under the Securities Industry (Central Depositories)

Act 1991 ("SICDA") which is exempted from compliance with the provisions of Section 25A(1) of the SICDA.

- 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.
- An instrument appointing a proxy must be deposited at Boardroom Corporate Services Sdn Bhd, Level 6, Symphony House, Pusat Dagangan Dana 1, Jalan PJU 1A/46, 47301 Petaling Jaya, Selangor Darul Ehsan, not less than 48 hours before the time for holding the Seventh AGM or any adjournment thereof.
- Any corporation which is a shareholder can appoint one or more corporate representatives who may exercise on its behalf all of its power as a shareholder in accordance with the Companies Act 2016.
- Only shareholder whose names appear in the Record of Depositors and Register of Members as at **25 October 2019** shall be eligible to attend the Seventh AGM or appoint proxy to attend and vote on his behalf.

Personal Data Privacy

By submitting the proxy form, the shareholder accepts and agrees to the collection, use and disclosure of the shareholder's personal data by the Company (or its agents or service providers) for the purpose of preparation and compilation of documents relating to the Seventh AGM (including any adjournment thereof).

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The Administration and Polling Agent

IOI PROPERTIES GROUP BERHAD

Boardroom Corporate Services Sdn Bhd
Level 6, Symphony House
Pusat Dagangan Dana 1
Jalan PJU 1A/46
47301 Petaling Jaya
Selangor Darul Ehsan

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REQUEST FORM

Please send me/us a printed copy of the **IOI Properties Group Berhad** 2019 Annual Report.

PARTICULARS OF SHAREHOLDER

I/We : _____

NRIC/Co. No. : _____

CDS Account No. : _____

Address : _____

Hand Phone/Telephone No. : _____

Date : _____

Signature : _____

Personal Data Privacy

By submitting the request form, the shareholder accepts and agrees to the collection, use and disclosure of the shareholder's personal data by the Company (or its agents or service providers) for the purpose of preparation and compilation of documents relating to the Seventh AGM (including any adjournment thereof).

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STAMP

The Company Secretary

IOI PROPERTIES GROUP BERHAD

Level 29, IOI City Tower 2
Lebuh IRC, IOI Resort City
62502 Putrajaya
Malaysia

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