



IOI PROPERTIES

IOI PROPERTIES GROUP BERHAD

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

Dear valued Shareholders of **IOI PROPERTIES GROUP BERHAD**,

It is our pleasure to invite you to the Eighth Annual General Meeting (“**8th AGM**”) of IOI Properties Group Berhad (the “**Company**”), which will be conducted virtually as follows:

Date : Wednesday, 28 October 2020
Time : 10:00 am
Broadcast Venue : Millennium Ballroom 1 (Level 1), Le Méridien Putrajaya, Lebuhraya IRC
IOI Resort City, 62502 Putrajaya, Malaysia
Meeting Platform : <https://web.lumiagm.com> or the Lumi AGM app
Mode of Communication : (1) Typed text in the Meeting Platform
(2) Email questions to ioicosec@ioigroup.com prior to the 8th AGM

Please follow the procedures provided in the Administrative Guide for the 8th AGM in order to register, participate, speak (in the form of real time submission of typed texts) and vote remotely at our virtual 8th AGM.

We are pleased to provide you with the following documents for your attention:

- (a) Notice of the 8th AGM;
- (b) Administrative Guide;
- (c) Proxy Form; and
- (d) Request Form.

In line with our commitment to promote environmental sustainability and efficiencies, the following documents of the Company can be viewed and downloaded from our corporate website at <https://www.ioiproperties.com.my/publication/annual-report> or the QR Code provided below:

- 1. Integrated Annual Report 2020;
- 2. Share Buy-Back Statement dated 30 September 2020; and
- 3. Corporate Governance Report 2020.



Scan here

You may request for copies of the printed reports (items 1 and 2 above) by completing and submitting the Request Form provided to you. We will forward the printed copy to you within four (4) market days from the date of receipt of your request.

Despite the Recovery Movement Control Order, we look forward to connecting with you on the Remote Participation and Electronic Voting facilities on the day of our 8th AGM. We thank you for your continued support to the Company.

Yours faithfully

Lee Yeow Seng

Executive Vice Chairman

30 September 2020

NOTICE OF EIGHTH AGM

NOTICE IS HEREBY GIVEN THAT the 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, Lebuhr IRC, IOI Resort City, 62502 Putrajaya, Malaysia on Wednesday, 28 October 2020 at 10:00 am for the following purposes:

AGENDA

1. To receive the Audited Financial Statements for the financial year ended 30 June 2020 and the Reports of the Directors and Auditors thereon.
2. To re-elect the following Directors retiring by rotation pursuant to Article 91 of the Company's Constitution:
 - (i) Dato' Lee Yeow Chor **Resolution 1**
 - (ii) Lee Yoke Har **Resolution 2**
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. **Resolution 3**
4. To approve the payment of Directors' benefits (other than Directors' fees) of up to RM350,000 for the period from 28 October 2020 until the next Annual General Meeting. **Resolution 4**
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. **Resolution 5**
6. As special business, to consider and if thought fit, to pass the following 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 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;

NOTICE OF EIGHTH AGM

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 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

1. 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.**

2. 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.
3. 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.

NOTICE OF EIGHTH AGM

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 two (2) authorised officers, one (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 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.
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 forty-eight (48) hours before the time for holding the 8th 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 8th AGM in order to deposit the proxy form electronically.

6. 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**”).

NOTICE OF EIGHTH AGM

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 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 ("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.

NOTICE OF EIGHTH AGM

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 be 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.

ADMINISTRATIVE GUIDE

for the 8th AGM of IOI Properties Group Berhad

Date	:	Wednesday, 28 October 2020
Time	:	10:00 am
Broadcast Venue	:	Millennium Ballroom 1 (Level 1), Le Méridien Putrajaya, Lebuhraya IRC IOI Resort City, 62502 Putrajaya, Malaysia
Meeting Platform	:	https://web.lumiagm.com or the Lumi AGM app
Mode of Communication	:	(1) Typed text in the Meeting Platform (2) Email questions to ioicosec@ioigroup.com prior to the 8 th AGM

1. Mode of Meeting

As a precautionary measure in light of the Covid-19 pandemic, the 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 our Board and/or Management of the Company) and vote at the 8th AGM, safely from their home.

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. Members of the Board and Management will be present at the broadcast venue for the conduct of the 8th AGM proceedings and to answer questions posed by the shareholders. However, shareholders will not be admitted to the broadcast venue as this is solely meant to facilitate the conduct of the virtual AGM, which will be live-streamed.

This is also in line with Practice 12.3 of the Malaysian Code on Corporate Governance where boards are encouraged to have effective, transparent and regular communication with shareholders, including leveraging technology to promote shareholder participation. The Guidance Note on the Conduct of General Meetings for Listed Issuers issued by the Securities Commission on 18 April 2020 (*as revised on 15 July 2020*) encourages companies to continue leveraging technology to conduct their general meetings during the Recovery Movement Control Order period, where safe distancing requirements remain. Ensuring the safety of the Company's shareholders, employees and other stakeholders remains the Company's top priority.

2. Gift Policy

No gift/voucher will be given to shareholders/proxies who participate in the 8th AGM.

3. Shareholders Entitled to Participate and Vote

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.

4. Lodgement of Proxy Form

If you are unable to attend the 8th AGM via Lumi AGM facilities, you are encouraged to appoint a proxy or the Chairman of the meeting as your proxy and indicate the voting instructions in the proxy form in accordance with the notes and instructions printed therein.

Please ensure that the original proxy form is deposited at the office of our Administration and Polling Agent, Boardroom Share Registrars Sdn Bhd ("**Boardroom**") at 11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, not less than forty-eight (48) hours before the time appointed for holding the meeting, i.e. latest by **Monday, 26 October 2020 at 10:00 am**.

ADMINISTRATIVE GUIDE

for the 8th AGM of IOI Properties Group Berhad

Alternatively, the proxy form may be lodged electronically through Boardroom Smart Investor Online Portal at www.boardroomlimited.my, which is free and available to all individual shareholders, not less than forty-eight (48) hours before the time appointed for holding the meeting, in accordance with the steps below:

Step 1 – Register Online with Boardroom Smart Investor Portal (for first time registration only)

(Note: If you have already signed up with Boardroom Smart Investor Portal, you are not required to register again. You may proceed to Step 2 on eProxy Lodgement)

- (a) Access Boardroom’s website at <https://boardroomlimited.my>.
- (b) Click <<**Login**>> and click <<**Register**>> to sign up as a user. Registration is free.
- (c) Complete registration and upload a softcopy of your MyKad/Identification Card (front and back) or your Passport.
- (d) Please enter a valid email address and wait for Boardroom’s email verification.
- (e) Your registration will be verified and approved within one (1) business day and an email notification will be provided. If you are unable to register before **Monday, 26 October 2020**, please contact Boardroom for assistance.

Step 2 – eProxy Lodgement

- (a) Login to <https://boardroomlimited.my> using your user ID (i.e. email address) and password.
- (b) Go to “E-PROXY LODGEMENT” and browse the Meeting List for “**IOI PROPERTIES GROUP BERHAD 8TH VIRTUAL AGM**” and click “APPLY”.
- (c) Read the terms & conditions and confirm Declaration.
- (d) Enter the CDS account number and the total number of securities held.
- (e) Select your proxy – either the Chairman of the meeting or individual named proxy(ies) and enter the required particulars of your proxy(ies).
- (f) Indicate your voting instructions – FOR or AGAINST, otherwise your proxy(ies) will decide your vote.
- (g) Review and confirm your proxy(ies) appointment.
- (h) Click submit.
- (i) Download or print the eProxy form acknowledgement.

If you wish to participate in the meeting yourself, please do not submit any proxy form for the meeting. You will not be allowed to participate in the meeting together with a proxy appointed by you.

If you have submitted your proxy form prior to the meeting and subsequently decide to participate in the meeting yourself, please write in to bsr.helpdesk@boardroomlimited.com to revoke the appointment of your proxy(ies) at least forty-eight (48) hours before the 8th AGM. On revocation, your proxy(ies) would not be allowed to participate in the meeting. In such event, you should advise your proxy(ies) accordingly.

ADMINISTRATIVE GUIDE

for the 8th AGM of IOI Properties Group Berhad

5. Corporate Shareholders

Corporate shareholders who require their corporate representative to participate and vote at the AGM must deposit their certificate of appointment of corporate representative to Boardroom not later than 10:00 am on 26 October 2020.

6. Voting Procedure

Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all ordinary resolutions set out in the Notice of the 8th AGM will be put to vote by way of poll.

During the AGM, the Chairman will invite the poll administrator to brief on the e-Voting housekeeping rules. The voting session will commence as soon as the Chairman calls for the poll to be opened and until such time when the Chairman announces the closure of the poll.

For the purpose of this 8th AGM, e-Voting will be carried out using personal smart mobile phones, tablets, personal computers or laptops. The Scrutineers will verify the poll result reports upon closing of the poll session by the Chairman. Thereafter, the Chairman will announce and declare whether the resolutions put to vote were successfully carried or not.

7. Remote Participation and Electronic Voting (“RPEV”)

All shareholders including (i) individual shareholders; (ii) corporate shareholders; (iii) authorised nominees; and (iv) exempt authorised nominees shall use the RPEV facilities to participate and vote remotely at the 8th AGM. You will be able to view a live webcast of the meeting, ask questions and submit your votes in real time whilst the meeting is in progress.

Kindly follow the steps below on how to request for login ID and password and usage of the RPEV facilities:

Procedure	Action
Prior to AGM Date	
1. Register Online with Boardroom Smart Investor Portal (for first time registration only)	(Note: If you have already signed up with Boardroom Smart Investor Portal, you are not required to register. You may proceed to Step 2) (a) Access Boardroom’s website at https://boardroomlimited.my . (b) Click <<Login>> and click <<Register>> to sign up as a user. (c) Complete registration and upload softcopy of your MyKad/Identification Card (front and back) or your Passport. (d) Please enter a valid email address and wait for Boardroom’s email verification. (e) Your registration will be verified and approved within one (1) business day and an email notification will be provided. If you are unable to register before Monday, 26 October 2020 , please contact Boardroom for assistance.




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for the 8th AGM of IOI Properties Group Berhad

Procedure	Action
Prior to AGM Date	
2. Submit request for Remote Participation User ID and Password	<p>(Note: Registration for RPEV will open from 30 September 2020 until 10:00 am on 26 October 2020. You are required to register to ascertain your eligibility to participate the 8th AGM by using RPEV)</p> <p>Individual Members</p> <p>(a) Log in to https://boardroomlimited.my using your user ID and password.</p> <p>(b) Select "VIRTUAL MEETING" from main menu and select IOI PROPERTIES GROUP BERHAD VIRTUAL 8TH AGM.</p> <p>(c) Read and agree to the terms and conditions.</p> <p>(d) Enter your CDS account number and thereafter submit your request.</p> <p>Corporate Shareholders, Authorised Nominee and Exempt Authorised Nominee</p> <p>(a) Write in to bsr.helpdesk@boardroomlimited.com by providing the name of shareholder, CDS account number accompanied with the Certificate of Appointment of Corporate Representative or proxy form (as the case may be) to submit the request.</p> <p>(b) Please provide a copy of corporate representative's or proxy holder's MyKad/ Identification Card (front and back) or Passport as well as his/her email address.</p>
3. Email Notification	<p>(a) You will receive notification from Boardroom that your request has been received and is being verified.</p> <p>(b) Upon system verification against the Record of Depositors as at 21 October 2020, you will receive an email from Boardroom either approving or rejecting your registration for remote participation.</p> <p>(c) If your registration is approved, you will also receive your remote access user ID and password in the same email from Boardroom.</p> <p>(d) Please note that one (1) user ID and password can only log on to one (1) device at a time.</p>

ADMINISTRATIVE GUIDE

for the 8th AGM of IOI Properties Group Berhad

Procedure	Action
On the day of the AGM	
4. Login to Virtual Meeting Platform	<p>The Virtual Meeting Platform will be open for login starting from 9:00 am on 28 October 2020, which can be accessed via one (1) of the following:</p> <ul style="list-style-type: none"> • Download the free Lumi AGM application from Apple App Store or Google Play Store; or • Launch Lumi AGM by scanning the QR Code provided in the email notification received after successful registration; or • Access to Lumi AGM web portal via website url https://web.lumiagm.com/. <p>Enter the Meeting ID No. and sign in with the user ID and password provided to you via the email notification in Step 3.</p>
5. Participation	<p>(Note: Questions submitted online will be moderated before being sent to the Chairman to avoid repetition)</p> <p>(a) If you would like to view the live webcast, select the broadcast icon. </p> <p>(b) If you would like to ask a question during the 8th AGM, select the messaging icon. </p> <p>(c) Type your message within the chat box and click the send button once completed.</p> <p>Please note that the quality of the connectivity to the Meeting Platform for live webcast, as well as for remote voting is highly dependent on the bandwidth and stability of the internet connection available at the location of the remote users. Kindly ensure that you are connected to the internet at all times in order to participate and vote when the virtual 8th AGM has commenced. Therefore, it is your responsibility to ensure that connectivity for the duration of the meeting is maintained.</p>
6. Voting	<p>(a) Once the meeting is open for voting, the polling icon  will appear with the resolutions and your voting choices.</p> <p>(b) To vote, simply select your voting direction from the options provided. A confirmation message will appear to show your vote has been received.</p> <p>(c) To change your vote, simply select another voting direction.</p> <p>(d) If you wish to cancel your vote, please press “Cancel”.</p>
7. End of Participation	<p>(a) Upon the announcement by the Chairman on the closure of the 8th AGM, the live webcast will end and the messaging window will be disabled.</p> <p>(b) You can now logout from the Virtual Meeting Platform.</p>

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for the 8th AGM of IOI Properties Group Berhad

8. No Recording or Photography

No recording or photography of the live streaming of the 8th AGM proceedings is allowed without the prior written permission of the Company.

9. Submission of Questions

We welcome questions and views from shareholders on the 8th AGM resolutions and Integrated Annual Report 2020 to be raised at the 8th AGM. You may submit questions via the query box facility on Lumi Meeting Platform at <https://web.lumiagm.com/> one (1) hour before and during the virtual AGM session.

You may also email your question(s) to ioicosec@ioigroup.com not later than 10:00 am on Monday, 26 October 2020. We will endeavour to provide responses to the queries during the virtual 8th AGM session. However, if not all answers could be provided during the meeting, the responses will be provided in the Company's website.

10. Enquiry

If you have any enquiries prior to the 8th AGM or wish to request for assistance relating to the electronic lodgement of proxy form or the participation in the virtual AGM, please contact Boardroom during office hours (8:30 a.m. to 5:30 p.m.) on Monday to Friday, details as follows:

Boardroom Share Registrars Sdn. Bhd.

Address : 11th Floor, Menara Symphony
No. 5, Jalan Prof. Khoo Kay Kim
Seksyen 13
46200 Petaling Jaya
Selangor Darul Ehsan
Malaysia
General Line : +603 7890 4700
Fax : +603 7890 4670
Email : bsr.helpdesk@boardroomlimited.com

For enquiries on the administrative details of the 8th AGM, please contact the following persons during office hours (9:00 am to 5:30 pm) on Monday to Friday:

- Ms Felicia Chang (+603 8947 8987)
- Ms Jacklynn Lim (+603 8947 6746)
- Cik Nur Shahira (+603 8947 8892)

Fax : +60 3 8947 8909
Email : ioicosec@ioigroup.com



PROXY FORM

I/We
(full name in block letters)

NRIC/Passport/Company No. Mobile Phone No.

of
(full address)

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

Full Name (in block)	NRIC/Passport No.	Proportion of Shareholdings	
		No. of Shares	%
Address	Email Address		

and/or

Full Name (in block)	NRIC/Passport No.	Proportion of Shareholdings	
		No. of Shares	%
Address	Email Address		

or failing him/her, the Chairman of the Meeting as my/our proxy/proxies to vote for me/us on my/our behalf at the **Eighth Annual General Meeting ("8th AGM")** of the Company which will be conducted virtually through live streaming from the broadcast venue at **Millennium Ballroom 1 (Level 1), Le Meridien Putrajaya, Lebuhraya IRC, IOI Resort City, 62502 Putrajaya, Malaysia on Wednesday, 28 October 2020 at 10:00 am** or any adjournment thereof.

My/our proxy/proxies shall vote as follows:

(Please indicate with an "X" or "v" 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/she/they may think fit)

No.	Ordinary Resolutions	First Proxy		Second Proxy	
		For	Against	For	Against
1.	To re-elect Dato' Lee Yeow Chor as a Director				
2.	To re-elect Lee Yoke Har as a Director				
3.	To approve Directors' fees for the financial year ending 30 June 2021 payable quarterly in arrears				
4.	To approve the payment of Directors' benefits for the period from 28 October 2020 until the next AGM				
5.	To re-appoint PricewaterhouseCoopers PLT as Auditors and to authorise the Audit Committee to fix their remuneration				
6.	To approve the proposed renewal of existing share buy-back authority				

Dated this _____ day of _____ 2020

No. of Shares held : _____

Signature of Shareholder/Common Seal

CDS A/C No : _____

Notes:

- 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.
- 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:

(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 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.

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.

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**The Administration and Polling Agent of
IOI PROPERTIES GROUP BERHAD**

Boardroom Share Registrars Sdn Bhd
11th Floor, Menara Symphony
No. 5, Jalan Prof. Khoo Kay Kim
Seksyen 13
46200 Petaling Jaya
Selangor Darul Ehsan

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REQUEST FORM

Should you require a printed copy of the following documents, please forward your request by completing and sending this Request Form to us or email your request to ioicosec@ioigroup.com. The requested printed copy(ies) will be provided to you within four (4) market days from the date of receipt of your request.

Please send me/us a printed copy of the following document(s):

Integrated Annual Report 2020

Share Buy-Back Statement dated 30 September 2020

PARTICULARS OF SHAREHOLDER

Name of Shareholder (full name in block letters) : _____

NRIC/Passport/Company No. : _____

CDS Account No. : _____

Address : _____

Hand Phone/Telephone No. : _____

Date : _____

Signature : _____

Personal Data Privacy

By submitting this 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 Annual General Meeting (including any adjournment thereof).

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The Company Secretaries

IOI PROPERTIES GROUP BERHAD

Level 29, IOI City Tower 2
Lebuh IRC, IOI Resort City
62502 Putrajaya
Wilayah Persekutuan (Putrajaya)
Malaysia

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