



**IOI GROUP**

ANNUAL REPORT **2018**

# FORTIFYING STRENGTHS

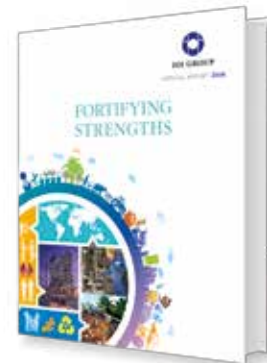


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## FORTIFYING STRENGTHS

IOI Corporation Berhad ("IOI") continuously strives to realise the potential and value of its businesses. In 2017, the Group embarked on a strategic path to leverage on the power of collaboration by partnering with a leading agribusiness and food company which has a wider global presence. The move has led to an expanded market that further fortifies IOI's palm oil supply chain and strengthens its business network, expertise and value creation in the plantation and resource-based manufacturing industries. "Fortifying Strengths" refers to the commitment to constantly overcome challenges and capitalise on new opportunities to ensure greater long-term growth and sustainability for the Group.



# 49<sup>th</sup> AGM

**IOI CORPORATION BERHAD** (9027-W)

**Venue :** Millennium Ballroom 1 (Level 1),  
Le Meridien Putrajaya,  
Lebuh IRC, IOI Resort City,  
62502 Putrajaya,  
Malaysia.

**Date :** Friday, 26 October 2018

**Time :** 10:00 am

# OUR VISION



“Our Vision is to be a leading corporation in our core businesses by providing products and services of superior values and by sustaining consistent long-term growth in volume and profitability.

We shall strive to achieve responsible commercial success by satisfying our customers’ needs, giving superior performance to our shareholders, providing rewarding careers to our people, cultivating mutually beneficial relationship with our business associates, caring for the society and the environment in which we operate and contributing towards the progress of our nation.”

## ABOUT IOI CORPORATION BERHAD

IOI Corporation Berhad (“IOI”), listed on the Main Market of Bursa Malaysia Securities Berhad, is a leading global integrated and sustainable palm oil player. Employing more than 28,000 people in several countries, it is a fully integrated company that undertakes the plantation and resource-based manufacturing businesses. Its plantation business covers Malaysia and Indonesia while its downstream resource-based manufacturing business includes refining of palm oil as well as manufacturing of oleochemical and specialty oils and fats, with strong presence in Asia, Europe and USA.



# AT A GLANCE

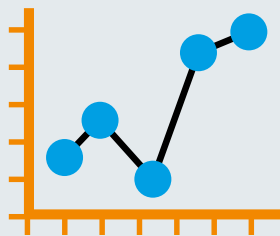
## Dividend Per Share



**20.5** SEN

2017 – 9.5 sen

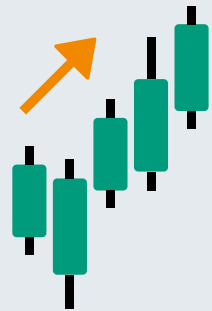
## Profit Attributable to Owners of the Parent



**RM 3.06** BILLION

2017 – RM0.74 billion

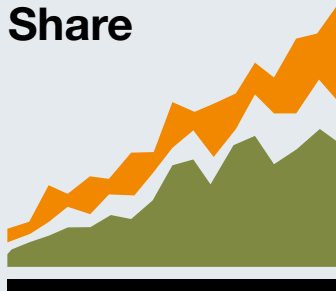
## Share Price



**RM 4.54**

2017 – RM4.45

## Earnings Per Share



**48.70** SEN

2017 – 11.82 sen

## Market Capitalisation



**RM 28.53** BILLION

2017 – RM27.96 billion

# KEY INDICATORS



<i>In RM million unless otherwise stated</i>	2018 MFRS	2017 MFRS	2016 MFRS	2015 MFRS	2014 FRS
<b>FINANCIAL</b>					
Profit before interest and taxation from continuing operations	<b>1,380.6</b>	1,401.4	1,459.6	1,237.6	1,921.5
Profit attributable to owners of the parent	<b>3,060.5</b>	743.2	629.7	51.9	3,373.0
Equity attributable to owners of the parent	<b>9,156.3</b>	7,457.4	7,138.1	7,069.0	6,036.8
Return on average shareholders' equity (%)	<b>36.84</b>	10.18	8.86	0.68	34.27
Basic earnings per share (sen)	<b>48.70</b>	11.82	9.99	0.82	52.93
Dividend per share (sen)	<b>20.5</b>	9.5	8.0	9.0	20.0
<b>PLANTATION</b>					
FFB production (MT)	<b>3,514,857</b>	3,155,628	3,145,317	3,542,222	3,506,706
Total oil palm area (Ha)	<b>174,081</b>	174,396	179,271	178,768	174,061
<b>MANUFACTURING</b>					
<b>Oleochemical</b>					
Plant utilisation (%)	<b>83</b>	80	82	85	84
Sales (MT)	<b>573,005</b>	582,458	595,820	586,076	583,555
<b>Refinery</b>					
Plant utilisation (%)	<b>69</b>	63	62	66	68
Sales (MT)	<b>2,152,800<sup>1</sup></b>	2,414,773	2,427,326	2,591,197	2,706,786
<b>Specialty oils and fats</b>					
Plant utilisation (%)	<b>54</b>	57	47	52	50
Sales (MT)	<b>578,665<sup>1</sup></b>	766,188	782,972	773,767	735,099

**Note:**

<sup>1</sup> The sales (MT) of FY2018 includes eight (8) months' results of discontinued operations.

In conjunction with the adoption of Malaysian Financial Reporting Standards ("MFRS") framework by the Group, the above information from FY2015 to FY2018 have been prepared in accordance with MFRS, whereas information of FY2014 has been prepared in accordance with Financial Reporting Standards ("FRS").

# SUSTAINABILITY AND CORPORATE RESPONSIBILITY

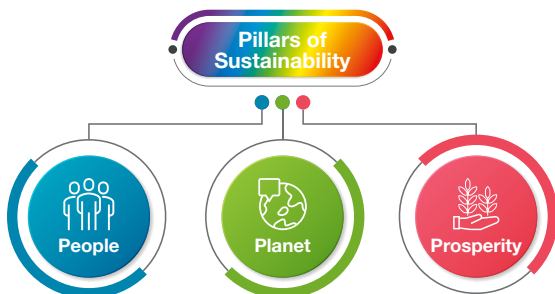
IOI Corporation Berhad ("IOI") has embraced the values of sustainability and corporate responsibility ("CR") since the mid 1990s and embedded them in the Core Values, policy statements and work practices across its global operations.

## SUSTAINABILITY

This executive summary highlights the efforts taken by IOI in its sustainability journey, and the policies and initiatives that IOI has devised to support its sustainability and CR. The policies and initiatives are reflective of IOI's long-standing commitment to give back to its employees and surrounding communities (People), protect the environment (Planet) that serve as a support system and base to its business operations, and share its economic success with its shareholders and business partners such as the suppliers and plasma owners (Prosperity).

### Objectives

IOI focuses on its commitment towards "Attaining Balance" throughout its operations based on the three pillars ("3Ps") of its sustainability philosophy as shown below:



In line with these three pillars, IOI outlines its contributions to the United Nations ("UN") Sustainable Development Goals ("SDGs"). During the past year, the Group has been diligently improving upon its sustainability policies and tackling key concern areas such as human rights, climate change, and land use. IOI's updated Sustainable Palm Oil Policy ("SPOP") and Sustainability Implementation Plan ("SIP") have played vital roles in helping the Group to address these key concerns.

### Sustainability Vision

IOI believes it should meet the needs of the present without compromising that of the future generations by:

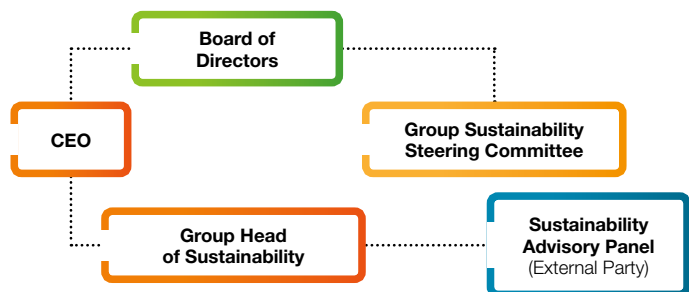
- Committing to protect, rehabilitate and preserve the environment where it lives in;
- Ensuring that the economic, social well-being and health of its employees and families as well as the wider communities are protected;
- Leading and innovating as well as embedding corporate sustainability as part of doing business.

### Sustainability Governance

IOI's sustainability governance structure is a medium for the Group to progress and respond to future challenges. It comprises the Board of Directors ("BOD"), Group Sustainability Steering

Committee, Sustainability Team and Sustainability Advisory Panel ("SAP").

Team	Role
Board of Directors	Approves and monitors the overall strategies and direction of the Group to ensure long-term value creation.
Group Sustainability Steering Committee	Ensures that IOI embeds all its sustainability commitments within the economic, environmental, and social considerations underpinning the Group's operations.
Sustainability Team	Promotes transparent and effective implementation of IOI's sustainability policies. The team is led by IOI's Head of Sustainability and comprises IOI Oleochemical, IOI Plantation, Corporate, Stakeholder Engagement, and Commodity Marketing.
Sustainability Advisory Panel	Advises, reviews and challenges the Group on its sustainability commitments and ambitions, as set out by the SPOP and SIP. This panel comprises external stakeholders who have access to all relevant data and documentation.

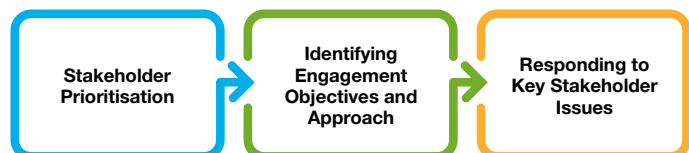


As can be seen in the figure above, both the Chief Executive Officer ("CEO") and the Group Sustainability Steering Committee report directly to the BOD.

### Strengthening Sustainability Effort

IOI's efforts in strengthening sustainability can be seen through the appointment of a new Head of Stakeholder Engagement.

Stakeholder engagement is important to IOI, and it strives to practise the following key principles with matters relating to stakeholders:





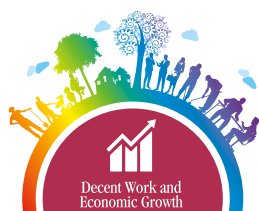
## IOI's Commitment to the 3Ps

IOI has identified four UN SDGs most relevant to IOI's operations and its overall contribution towards these goals. The UN SDGs 8, 12, 13 and 15 are aligned with IOI's three pillars of sustainability, i.e. People, Planet and Prosperity ("3Ps").

### People

IOI's People philosophy can be seen through its efforts in human rights at workplace, health and safety and community development and social impact.

Issues	Commitments	
Human Rights at Workplace	<ul style="list-style-type: none"> <li>No child labour</li> <li>Ethical recruitment</li> <li>No recruitment fee</li> <li>Equal opportunity and freedom of association</li> </ul>	<ul style="list-style-type: none"> <li>Orientation and induction training</li> <li>Grievance mechanism</li> <li>Compensation and benefits</li> <li>Labour rights monitoring</li> </ul>
Health and Safety	<ul style="list-style-type: none"> <li>Medical clinics and health programmes</li> <li>Personal Protection Equipment ("PPE")</li> <li>Joint Management/Employee Health and Safety Committee</li> </ul>	<ul style="list-style-type: none"> <li>Health and safety review</li> <li>The right to refuse unsafe work</li> <li>Periodic inspections</li> </ul>
Community Development and Social Impact	<ul style="list-style-type: none"> <li>Contributions towards education</li> <li>Contributions towards community welfare</li> <li>Investments towards health and the environment</li> </ul>	<ul style="list-style-type: none"> <li>Free, Prior and Informed Consent ("FPIC") Process</li> </ul>



## Alignment with The United Nations SDGs

### SDG 8 – Decent Work and Economic Growth

8.2 Achieve higher levels of economic productivity through diversification, technological upgrading, and innovation, including through a focus on high-value added and labour-intensive sectors.

8.8 Protect labour rights and promote safe and secure working environments of all workers including migrant workers, particularly women migrants, and those in precarious employment.

Policies	Targets	Status (FY17/18)
<b>Labour Rights Monitoring</b> Eliminate all forms of illegal, forced, bonded, and compulsory or child labour and in particular, follow responsible recruitment practice.	Develop internal monitoring system and commence internal audits.	In progress.
<b>Human Rights at Workplace</b> <ul style="list-style-type: none"> <li>Uphold the right to freedom of association and recognise the right to collective bargaining and allow trade unions to have access to our workers.</li> <li>Provide fair and equal employment opportunities for all employees, regardless of race, nationality, religion or gender. Promote a safe and healthy working environment that is free of sexual harassment.</li> <li>Provide adequate material and resources for the training and development to employees to ensure they reach their full potential.</li> </ul>	No retention of workers' passports.  Training and development of employees, including the preparation of adequate training materials.	Completed.  Continuously ongoing.

### Planet

IOI's Planet philosophy can be seen through its efforts in land use plan, rehabilitation and biodiversity, fire prevention, eco-efficiency operations and climate strategy.

Issues	Commitments	
Rehabilitation and Biodiversity	<ul style="list-style-type: none"> <li>Biodiversity protection and enhancement</li> <li>High Conservation Value ("HCV") and High Carbon Stock ("HCS")</li> <li>Peatland management and rehabilitation</li> </ul>	<ul style="list-style-type: none"> <li>Integrated Pest Management</li> <li>Conservation and rehabilitation</li> <li>Biodiversity conservation initiatives</li> </ul>
Fire Prevention	<ul style="list-style-type: none"> <li>Emergency Response Programme</li> </ul>	<ul style="list-style-type: none"> <li>Fire Monitoring System</li> </ul>
Operational Eco-efficiency	<ul style="list-style-type: none"> <li>Greenhouse gas ("GHG") emission reduction</li> <li>Sustainable pesticide use</li> </ul>	<ul style="list-style-type: none"> <li>Waste and water management</li> </ul>
Climate Strategy	<ul style="list-style-type: none"> <li>No development on peat</li> <li>Sustainable cultivation and processing</li> <li>Green energy</li> </ul>	<ul style="list-style-type: none"> <li>Methane capture facilities</li> <li>Engagement and advocacy</li> </ul>

# SUSTAINABILITY AND CORPORATE RESPONSIBILITY



## Alignment with The United Nations SDGs

### SDG 13 – Climate Action and SDG 15 – Life on Land

13.1 Strengthen resilience and adaptive capacity to climate-related hazards and natural disasters in all countries.

13.2 Integrate climate change measures into national policies, strategies and planning.

15.1 By 2020, ensure the conservation, restoration and sustainable use of terrestrial and inland freshwater ecosystems and their services, in particular forests, wetlands, mountains and drylands, in line with obligations under international agreements.

15.2 By 2020, promote the implementation of sustainable management of all types of forests, halt deforestation, restore degraded forests and substantially increase afforestation and reforestation globally.

Policies	Targets	Status (FY17/18)
<b>Rehabilitation and Biodiversity</b> As a member of the High Carbon Stock Approach (“HCSA”) Steering Group, IOI commits to No Deforestation, No Peat and No Exploitation (“NDPE”) policy.	Introduce Zero Burning Policy to further strengthen IOI’s commitments towards zero burning practices across its estates, as part of the Group’s efforts to proactively protect the environment and combat haze problem.	Policy established, implementation to be continuously ongoing.
<b>Peatland Mapping</b> For existing plantations on peat, appropriate management using Best Management Practices (“BMPs”), as defined in the Roundtable on Sustainable Palm Oil (“RSPO”) Principles & Criteria and the RSPO manual on BMPs for existing oil palm cultivation on peat. Where areas are identified as unsuitable for oil palm replanting, based on drainability assessments or other reasons, plans will be developed for the appropriate management of such areas, which could include rehabilitation.	Assessments of peatland prior to any proposed replanting and modified management of peatland if not replanted (one year prior to scheduled replanting).	General mapping completed, specific mapping ongoing.
<b>GHG Reduction</b> Implementation of programmes to progressively reduce GHG emissions, recycle/reuse palm biomass and generate renewable energy by methane capturing.	Develop a transparent GHG reduction strategy for IOI including clear saving targets.	In progress.
<b>Fire Prevention</b> Emergency Response Programme (“ERP”).	Full systematic implementation in Indonesia.	Full systematic implementation in place, monitoring to be continuously ongoing.
<b>Establishment of Fire Monitoring System</b> <ul style="list-style-type: none"> <li>• Fire alert information system.</li> <li>• Fire towers and drones.</li> <li>• Patrolling.</li> </ul>	Full systematic implementation in Indonesia.	Full systematic implementation in place, monitoring to be continuously ongoing.
Training programmes on fire emergency and simulation (prevention and control) to respond to the fire occurrences.	Full systematic implementation in Indonesia.	In progress.
Socialisation, dialogue and awareness programmes in forest and land fire prevention to encourage the participation of relevant stakeholders, e.g. communities, neighbouring companies, etc.	Full systematic implementation in Indonesia.	In progress.



## Prosperity

IOI's Prosperity philosophy can be seen through its efforts in corporate governance, stakeholder engagement, sustainability certifications and traceable supply chain.

Issues	Commitments		
Corporate Governance	<ul style="list-style-type: none"> <li>Corporate responsibility</li> <li>Anti-corruption</li> </ul>	<ul style="list-style-type: none"> <li>Grievance and Whistleblowing Policy</li> </ul>	<ul style="list-style-type: none"> <li>Risk management</li> </ul>
Sustainability Certifications	<ul style="list-style-type: none"> <li>RSPO certification</li> <li>RSPO NEXT certification</li> </ul>	<ul style="list-style-type: none"> <li>Malaysian Sustainable Palm Oil ("MSPO") certification</li> </ul>	<ul style="list-style-type: none"> <li>International Sustainability and Carbon Certification ("ISCC")</li> </ul>
Traceable Supply Chain	<ul style="list-style-type: none"> <li>Supply chain</li> </ul>	<ul style="list-style-type: none"> <li>Responsible sourcing</li> </ul>	<ul style="list-style-type: none"> <li>Smallholders</li> </ul>
Human Rights at Workplace	<ul style="list-style-type: none"> <li>Robust grievance mechanism</li> </ul>	<ul style="list-style-type: none"> <li>No recruitment fee</li> </ul>	<ul style="list-style-type: none"> <li>Compensation and benefit</li> </ul>



## Alignment with The United Nations SDGs

### SDG 12 – Responsible Consumption and Production

12.4 By 2020, achieve the environmentally sound management of chemicals and all wastes throughout their life cycle, in accordance with agreed international frameworks, and significantly reduce their release to air, water and soil in order to minimise their adverse impacts on human health and the environment.

12.6 Encourage companies, especially large and transnational companies, to adopt sustainable practices and to integrate sustainability information into their reporting cycle.

### SDG 8 – Decent Work and Economic Growth

8.2 Achieve higher levels of economic productivity through diversification, technological upgrading, and innovation, including through a focus on high-value added and labour-intensive sectors.

8.8 Protect labour rights and promote safe and secure working environments of all workers, particularly woman migrants, and those in precarious employment.

Policies	Targets	Status (FY17/18)
<b>Risk Assessment</b> Risk assess all palm oil supplier mills using spatial data and remote sensing information from the World Resource Institute's Global Forest Watch platform, and stakeholder alerts in order to facilitate monitoring of the palm oil supply chain to establish priorities for conducting mill-level verification assessments.	Weekly internal mill alert system.	Completed.
<b>Mill Verification and Monitoring</b> IOI is implementing a programme of mill-level verification assessments within its supplier base, in order to verify compliance with IOI's SPOP. IOI expects all its third-party suppliers of palm oil products to adhere to commitments in the SPOP.	Risk assess all mills every two years. Minimum 10 new mills assessments a year with implementation partner.	Continuously ongoing.
<b>Sustainability Advisory Panel</b> Follow a multi-stakeholder approach as the right way forward to transform the palm oil sector. IOI will work with various stakeholders including its suppliers, customers, non-governmental organisations, governments and independent verification bodies to implement its policies.	Independent verification of IOI's sustainability commitments.	Continuously ongoing.
<b>Sustainability Public Reporting</b> Launch IOI's Palm Oil Dashboard, a public reporting system to communicate traceability information, progress on resolution of outstanding complaints and updates on supplier engagement and verification.	Online information update to improve navigation and accessibility to the mass public, including the update of IOI's Palm Oil Dashboard.	Continuously ongoing.

IOI will continue to challenge itself along its sustainability journey. The Group will do so by further strengthening and expanding the targets found within its chosen UN SDGs 8, 12, 13 and 15, and to weave them into its sustainable strategy and model. IOI will also continue to engage its stakeholders in relation to the implementation of new sustainability initiatives in order to meet the 3Ps of sustainable development. The Group's detailed sustainability efforts and updates on performance and progress are highlighted in its standalone Annual Sustainability Report 2018.

# CORPORATE INFORMATION

## BOARD OF DIRECTORS

**TAN SRI DATO' LEE SHIN CHENG**  
Executive Chairman

**DATO' LEE YEOW CHOR**  
Chief Executive Officer

**LEE CHENG LEANG**  
Executive Director

**TAN SRI PETER CHIN FAH KUI**  
Senior Independent Non-Executive Director

**TAN SRI DR RAHAMAT BIVI BINTI YUSOFF**  
Independent Non-Executive Director

**DATUK KAROWNAKARAN @ KARUNAKARAN A/L RAMASAMY**  
Independent Non-Executive Director

**CHEAH TEK KUANG**  
Independent Non-Executive Director

**LIM TUANG OOI**  
Non-Independent Non-Executive Director

**LEE YEOW SENG**  
Non-Independent Non-Executive Director

## AUDIT AND RISK MANAGEMENT COMMITTEE

**Datuk Karownakaran @  
Karunakaran a/l Ramasamy\***  
Chairman

**Tan Sri Peter Chin Fah Kui\***

**Cheah Tek Kuang\***

**Lim Tuang Ooi^**

## GOVERNANCE, NOMINATING AND REMUNERATION COMMITTEE

**Tan Sri Peter Chin Fah Kui\***  
Chairman

**Tan Sri Dr Rahamat Bivi binti Yusoff\***

**Datuk Karownakaran @  
Karunakaran a/l Ramasamy\***

**Cheah Tek Kuang\***

## EXECUTIVE SHARE OPTION SCHEME COMMITTEE

**Tan Sri Dato' Lee Shin Cheng**  
Chairman

**Dato' Lee Yeow Chor**

**Lee Yeow Seng^**

## COMPANY SECRETARY

**Vincent Tan Choong Kiang**  
(MAICSA 7018448)

## REGISTERED OFFICE AND PRINCIPAL PLACE OF BUSINESS

Level 29, IOI City Tower 2  
Lebuh IRC, IOI Resort City  
62502 Putrajaya  
Wilayah Persekutuan (Putrajaya)  
Tel +60 3 8947 8888  
Fax +60 3 8947 8909

## AUDITORS

**BDO**  
Chartered Accountants  
Level 8  
BDO @ Menara CenTARa  
360 Jalan Tuanku Abdul Rahman  
50100 Kuala Lumpur  
Tel +60 3 2616 2888  
Fax +60 3 2616 2970

## REGISTRAR

**Tricor Investor & Issuing House  
Services Sdn Bhd**  
Unit 32-01, Level 32, Tower A  
Vertical Business Suite  
Avenue 3, Bangsar South  
No. 8, Jalan Kerinchi  
59200 Kuala Lumpur  
Tel +60 3 2783 9299  
Fax +60 3 2783 9222

## THE ADMINISTRATION AND POLLING AGENT

**Boardroom Corporate Services  
(KL) Sdn Bhd**  
Lot 6.05, Level 6, KPMG Tower  
8 First Avenue, Bandar Utama  
47800 Petaling Jaya  
Selangor Darul Ehsan  
Tel +60 3 7720 1188  
Fax +60 3 7720 1111

## LEGAL FORM AND DOMICILE

Public Limited Liability Company  
Incorporated and Domiciled in Malaysia

## STOCK EXCHANGE LISTING

Main Market of Bursa Malaysia  
Securities Berhad

## STOCK CODE

1961

## WEBSITES

[www.ioigroup.com](http://www.ioigroup.com)  
[www.ioioleo.com](http://www.ioioleo.com)

## EMAIL ADDRESS

[corp@ioigroup.com](mailto:corp@ioigroup.com)

\* Independent Non-Executive Director

^ Non-Independent Non-Executive Director

# WELCOME TO THE AGM

The 49th AGM of IOI Corporation Berhad will be held at Millennium Ballroom 1 (Level 1), Le Meridien Putrajaya, Lebuhr IRC, IOI Resort City, 62502 Putrajaya, Malaysia on Friday, 26 October 2018 at 10:00 am.

## AGENDA

### Introduction

The Chairman will introduce the Directors and outline the business of the AGM.

### Question and answer session

The Directors and Group Chief Financial Officer will answer any question raised by shareholders.

### Voting

You will be asked to consider and vote on a number of resolutions. These resolutions are listed in full on pages 12 to 14 together with explanatory notes on pages 16 to 17.

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 Corporation 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 AGM guide to find out:

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



# NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the Forty-Ninth Annual General Meeting (“**49th AGM**”) of the Company will be held at Millennium Ballroom 1 (Level 1), Le Meridien Putrajaya, Lebuhr IRC, IOI Resort City, 62502 Putrajaya, Malaysia on Friday, 26 October 2018 at 10:00 am for the following purposes:

## AGENDA

- 1 To receive the Audited Financial Statements for the financial year ended 30 June 2018 and the Reports of the Directors and Auditors thereon.

**Please refer to Note A**

- 2 To re-elect the following Directors retiring by rotation pursuant to Article 101 of the Company's Constitution:

(i) Dato' Lee Yeow Chor

**Resolution 1**

(ii) Datuk Karownikaran @ Karunakaran a/l Ramasamy

**Resolution 2**

(iii) Mr Cheah Tek Kuang

**Resolution 3**

*(Please refer to Note B)*

- 3 To approve Directors' fees (exclusive of Board Committees' fees) of RM1,170,000 for the financial year ending 30 June 2019, Audit and Risk Management Committee (“**ARMC**”) fees comprising RM50,000 payable to the ARMC Chairman and RM35,000 payable to each ARMC member and Governance, Nominating and Remuneration Committee (“**GNRC**”) fees comprising RM30,000 payable to the GNRC Chairman and RM20,000 payable to each GNRC member, with payment of all the fees to be made quarterly in arrears at the end of each calendar quarter.

**Resolution 4**

*(Please refer to Note C)*

- 4 To approve the payment of Directors' benefits (other than Directors' fees) of up to RM350,000 for the period from 26 October 2018 until the next Annual General Meeting.

**Resolution 5**

*(Please refer to Note C)*

- 5 To re-appoint Messrs BDO, the retiring auditors for the financial year ending 30 June 2019 and to authorise the Audit and Risk Management Committee to fix their remuneration.

**Resolution 6**

*(Please refer to Note D)*

- 6 As special business, to consider and if thought fit, to pass the following Resolutions:

### **6.1 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.”

**Resolution 7**

## 6.2 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 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 Securities;

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 Securities or any other relevant authorities.”

## Resolution 8

## 6.3 Proposed Renewal of Shareholders’ Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature

“THAT subject always to the provisions of the Companies Act 2016 (the “**Act**”), the Constitution of the Company, Main Market Listing Requirements of Bursa Malaysia Securities Berhad or other regulatory authorities, approval be and is hereby given to the Company and/or its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature which are necessary for day-to-day operations involving the interests of Directors, major shareholders or persons connected to the Directors and/or major shareholders of the Company and its subsidiaries (“**Related Parties**”), as detailed in Part B, Section 4 of the Circular to Shareholders of the Company dated 27 September 2018 (“**Shareholders’ Mandate**”) subject to the following:

- (i) the transactions are carried out in the ordinary course of business on normal commercial terms which are not more favourable to the Related Parties than those generally available to the public and are not to the detriment of the minority shareholders of the Company; and

# NOTICE OF ANNUAL GENERAL MEETING

- (ii) disclosure is made in the annual report of the aggregate value of transactions conducted pursuant to the Shareholders' Mandate during the financial year.

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

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

whichever is the earlier,

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

## Resolution 9

- 7 To transact any other business of which due notice shall have been given in accordance with the Companies Act 2016 and the Company's Constitution.

By Order of the Board,

**Vincent Tan Choong Kiang**

Secretary (MAICSA 7018448)

Putrajaya

27 September 2018



**Notes**

- 1 All the above resolutions are proposed as ordinary resolutions. For any of the ordinary resolutions listed above to be passed at the 49th AGM, more than half the votes cast must be in favour of the resolutions.  
Voting on all resolutions to be proposed at the 49th 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 (KL) Sdn Bhd, Lot 6.05, Level 6, KPMG Tower, 8 First Avenue, Bandar Utama, 47800 Petaling Jaya, Selangor Darul Ehsan, Malaysia not less than 48 hours before the time for holding the 49th AGM or any adjournment thereof.
- 8 Only shareholders whose names appear in the Record of Depositors and Register of Members as at **19 October 2018** shall be eligible to attend the 49th AGM or appoint proxy to attend and vote on his behalf.
- 9 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.
- 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 49th 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 us using the details on the last page of this AGM guide.

## NOTE A – TO RECEIVE AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 30 JUNE 2018

This Agenda item is meant for discussion only as under the provision of Section 340(1) of the Companies Act 2016, the audited financial statements do not require a formal approval of the shareholders. Hence, this resolution will not put forward for voting.

The 2018 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 2018 Annual Report at IOI Corporation Berhad's ("**IOI Corp**") website, [www.ioigroup.com](http://www.ioigroup.com).

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

Shareholders will also be given an opportunity to ask the representative(s) of IOI Corp's auditors, Messrs BDO ("**BDO**"), questions relevant to audit matters, including the Auditors' Report.

## NOTE B – TO RE-ELECT DIRECTORS

Dato' Lee Yeow Chor, Datuk Karownikaran @ Karunakaran a/l Ramasamy and Mr Cheah Tek Kuang, who shall retire in accordance with Article 101 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 49th 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 Directors who are seeking for re-election and is satisfied that the Independent Directors have complied with the independence criteria applied by the Company and continue to bring independent and objective judgement to the Board's deliberation.

The Board comprises nine (9) Directors, consisting of an Executive Chairman, two (2) Executive Directors and six (6) Non-Executive Directors, whose experience and expertise are derived from a range of industries and sectors providing an invaluable perspective on the Group's business. Detailed profile for each Director, including their career history, competencies and experience can be found from pages 50 to 53 of the 2018 Annual Report.

## NOTE C – TO APPROVE 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 the financial year ending 30 June 2019 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 other benefits such as Insurance coverage, retirement farewell gift and other claimable benefits. 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.

## NOTE D – TO RE-APPOINT 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 the Auditors have been evaluated by the Audit and Risk Management Committee ("**ARMC**"), which included an assessment of the Auditors' independence and objectivity, which has recommended to the Board that BDO be re-appointed and its remuneration be determined by the ARMC. The representatives of BDO will be present at the 49th AGM.

## EXPLANATORY NOTES ON SPECIAL BUSINESSES

### i **Authority to Directors to allot and issue shares pursuant to Section 76 of the Companies Act 2016 (the "Act")**

Ordinary Resolution 7 is to seek a renewal of the general mandate which was approved at the 48th AGM of the Company held on 30 October 2017 and which will lapse at the conclusion of the forthcoming 49th AGM to be held on 26 October 2018.

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 Ordinary Resolution 7, 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 48th AGM of the Company.

The Directors currently have no intention of issuing new shares, or of granting rights to subscribe for or to convert any security into shares, except in connection with the Company's executive share option scheme.

### ii **Proposed Renewal of Existing Share Buy-Back Authority**

Ordinary Resolution 8 is to seek a renewal of the authority granted at the 48th AGM of the Company held on 30 October 2017 and which will lapse at the conclusion of the forthcoming 49th AGM to be held on 26 October 2018. 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, 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 Securities Berhad. 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 re-purchase any ordinary shares during the FY2018.

Please refer to explanatory information in the Share Buy-Back Statement dated 27 September 2018.

### iii **Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature ("Proposed Shareholders' Mandate")**

Ordinary Resolution 9 is to seek approval from the shareholders for renewal of the shareholders' mandate granted by the shareholders of the Company at the 48th AGM held on 30 October 2017. The Proposed Shareholders' Mandate will enable the Company and its subsidiaries to enter into any of the recurrent related party transactions of a revenue or trading nature which are necessary for the day-to-day operations involving the interest of Directors, major shareholders or persons connected to the Directors and/or major shareholders of the Company and its subsidiaries ("**Related Parties**"), subject to the transactions being in the ordinary course of business on normal commercial terms which are not more favourable to the Related Parties than those generally available to the public and are not to the detriment of the minority shareholders of the Company. This authority unless revoked or varied at a general meeting, will expire at the conclusion of the next 49th AGM of the Company.

The details of the proposal are set out in the Circular to Shareholders dated 27 September 2018.

# 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 49th AGM of the Company.

**(ii) Directors standing for re-election**

The Directors retiring by rotation and standing for re-election pursuant to Article 101 of the Constitution of the Company are as follows:

- Dato' Lee Yeow Chor
- Datuk Karownikaran @ Karunakaran a/l Ramasamy
- Mr Cheah Tek Kuang

The profiles of the above-named Directors are set out in the section entitled "Profile of Directors" on pages 50 to 53 of the 2018 Annual Report.

Their shareholdings in the Company and its related corporations are set out in the section entitled "Statement of Directors' Interests" on page 91 of the 2018 Annual Report.

# 49TH AGM

## – ADMINISTRATIVE DETAILS AND NOTES FOR SHAREHOLDERS

Date : Friday, 26 October 2018  
 Time : 10:00 am  
 Venue : Millennium Ballroom 1 (Level 1), Le Meridien Putrajaya, Lebuh IRC, IOI Resort City, 62502 Putrajaya, Malaysia

### AGENDA

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

#### 1. Who can attend?

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

#### 2. Registration

- Registration commences at **8:15 am at Millennium Ballroom 1 (Level 1), Le Meridien Putrajaya, Lebuh 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 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 AGM.

#### 4. Parking

- Parking is available at the basements of Le Meridien 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.

#### 5. Door gifts

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

Category	No. of vouchers
Shareholders present in person	One (1) voucher worth RM50/-
Proxy appointed (holds a minimum of 1,000 shares and above)	One (1) voucher worth RM50/- to the first named proxy

# 49TH AGM

## – ADMINISTRATIVE DETAILS AND NOTES FOR SHAREHOLDERS

### 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 12 to 14 of this AGM guide will be considered at the 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 AGM.

### 7. Voting information

- There are two (2) main ways in which members can exercise their right to vote:-
  - (a) Voting in person
  - (b) Voting by proxy
- If you are unable to attend the 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 AGM yourself, please do not submit any Form of Proxy for the AGM. You will not be allowed to attend the 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 AGM and subsequently decided to attend the 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 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 (KL) Sdn Bhd not less than 48 hours before the time for holding the meeting or any adjournment thereof.
- A member shall not be entitled to appoint more than two (2) proxies to attend and vote at the same meeting. If a member 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 member 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 (1) 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 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 AGM you will be given a personalised smart card containing details of your shareholding.
- All Keypad and personalised smart card must be returned to the Polling Agent after the 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 instructions given in the form of proxy or the certificate of appointment of corporate representative. If there are no instructions indicate 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 as 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 AGM and on our website at [www.ioigroup.com](http://www.ioigroup.com) on 26 October 2018. You may check the announcement made by the Company to Bursa Malaysia Securities Berhad at [www.bursamalaysia.com](http://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). Copies will also be available for inspection at the AGM from 10:00 am until the conclusion of the AGM:-

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

## 10. Total voting rights and share capital

As at 15 September 2018 (the latest practicable date before the publication of this AGM notice), the issued share capital of the Company comprised 6,284,423,995 ordinary shares, each with one vote.

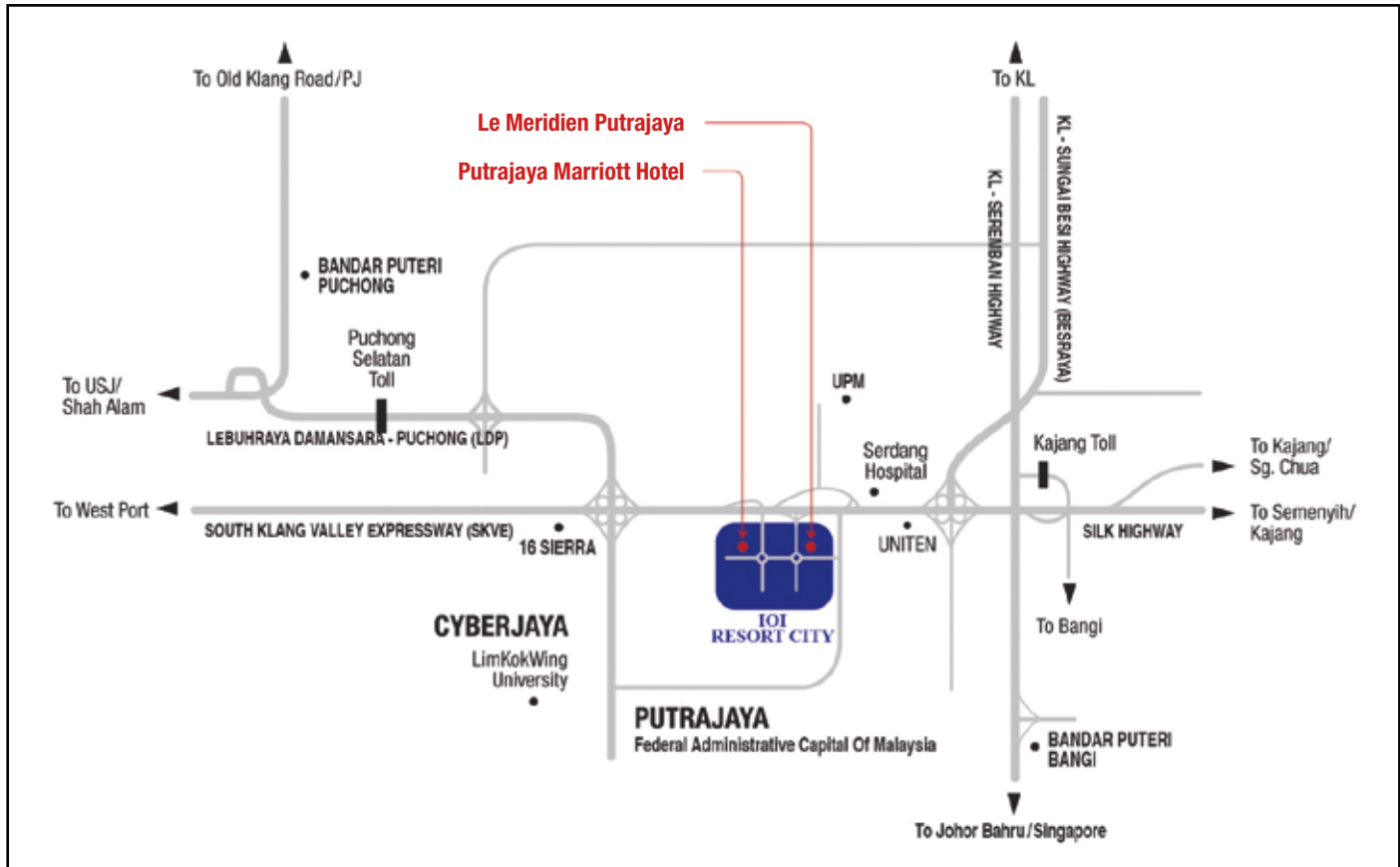
## 11. Enquiry

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 (KL) Sdn Bhd  
Lot 6.05, Level 6, KPMG Tower  
8 First Avenue, Bandar Utama  
47800 Petaling Jaya  
Selangor Darul Ehsan

Telephone No. : +60 3 7720 1188  
Fax No. : +60 3 7720 1111

# LOCATION MAP TO THE AGM



Le Meridien Putrajaya, Lebu IRC, IOI Resort City, 62502 Putrajaya, Malaysia  
Tel: 03-8689 6888 Fax: 03-8689 6899  
[lemeridien.com/putrajaya](http://lemeridien.com/putrajaya)



# PROXY FORM

I/We \_\_\_\_\_  
(Please use block letters)

NRIC/Co. No. \_\_\_\_\_ Mobile Phone No. \_\_\_\_\_

of \_\_\_\_\_

being a member(s) of **IOI Corporation Berhad**, hereby appoint \_\_\_\_\_

NRIC/Co. No. \_\_\_\_\_

of \_\_\_\_\_

and/or failing him, the Chairman of the Meeting as my/our proxy/proxies to vote for me/us on my/our behalf at the **Forty-Ninth Annual General Meeting ("49th AGM")** of the Company to be held at **Millennium Ballroom 1 (Level 1), Le Meridien Putrajaya, Lebuh IRC, IOI Resort City, 62502 Putrajaya, Malaysia** on **Friday, 26 October 2018 at 10:00 am** 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" : \_\_\_\_\_ %  
100% \_\_\_\_\_ CDS A/C No. : \_\_\_\_\_

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.	Ordinary Resolutions	First Proxy "A"		Second Proxy "B"	
		For	Against	For	Against
1.	To re-elect Dato' Lee Yeow Chor as a Director				
2.	To re-elect Datuk Karownikaran @ Karunakaran a/l Ramasamy as a Director				
3.	To re-elect Mr Cheah Tek Kuang as a Director				
4.	To approve Directors' Fees for the financial year ending 30 June 2019, Audit and Risk Management Committee fees and Governance, Nominating and Remuneration Committee fees, which payable quarterly in arrears				
5.	To approve the payment of Directors' benefits for the period from 26 October 2018 until the next AGM				
6.	To re-appoint Messrs BDO as Auditors and to authorise the Audit and Risk Management Committee to fix their remuneration				
7.	To authorise the Directors to allot and issue shares pursuant to Section 76 of the Companies Act 2016				
8.	To approve the proposed renewal of existing share buy-back authority				
9.	To approve the proposed renewal of shareholders' mandate for recurrent related party transactions				

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2018

\* Delete if inapplicable.

Signature of Shareholder/Common Seal

## Notes:

- All the above resolutions are proposed as ordinary resolutions. For any of the ordinary resolutions listed above to be passed at the 49th AGM, more than half the votes cast must be in favour of the resolutions. Voting on all resolutions to be proposed at the 49th AGM will be by way of a poll.
- 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 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 (KL) Sdn Bhd, Lot 6.05, Level 6, KPMG Tower, 8 First Avenue, Bandar Utama, 47800 Petaling Jaya, Selangor Darul Ehsan, Malaysia not less than 48 hours before the time for holding the 49th AGM or any adjournment thereof.
- Only shareholders whose names appear in the Record of Depositors and Register of Members as at **19 October 2018** shall be eligible to attend the 49th AGM or appoint proxy to attend and vote on his behalf.
- 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 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 49th AGM (including any adjournment thereof).

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STAMP

**THE ADMINISTRATION AND POLLING AGENT**  
**IOI CORPORATION BERHAD**

Boardroom Corporate Services (KL) Sdn Bhd  
Lot 6.05, Level 6, KPMG Tower  
8 First Avenue, Bandar Utama  
47800 Petaling Jaya  
Selangor Darul Ehsan

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# REQUEST FORM



Please send me/us a printed copy of the IOI Corporation Berhad 2018 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 49th AGM (including any adjournment thereof).

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STAMP

**THE COMPANY SECRETARY**  
**IOI CORPORATION BERHAD**

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

2nd fold here



## DEAR SHAREHOLDER

We have pleasure in presenting to you the IOI Corporation Berhad 2018 Annual Report in CD-ROM.

For request of a printed copy of this Annual Report, please send us the completed Request Form. We will forward you the printed copy within four (4) market days from the date of receipt of your request.

For any enquiries regarding the 49th AGM, please contact any of 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 Jynn Low (+60 3 8947 8901)
- Ms Fynn Wong (+60 3 8947 6672)
- Mr Vincent Tan (+60 3 8947 8900)

Fax : +60 3 8947 8909

Email : [ioicosec@ioigroup.com](mailto:ioicosec@ioigroup.com)

## MINIMUM SYSTEM REQUIREMENTS



### WINDOWS

- Pentium 4 running Windows XP, Windows Vista, Windows 7 or later
- 128MB RAM or higher
- Color Quality (16-bit)
- Adobe Acrobat Reader 6 or later
- 32x speed CD-ROM drive or higher
- Sound card and speakers

### MACINTOSH

- Intel based Mac
- 128MB RAM or higher
- Mac OS X or later
- 16-bit color monitor
- Adobe Acrobat Reader 6 or later
- 32x speed CD-ROM drive or higher
- Sound card and speakers

### PREFERRED SPECIFICATION

- Pentium 4 or higher
- 256MB of RAM
- 16x speed CD-ROM
- Optimised for 1024x768 display

For further assistance on using this CD-ROM, please contact the above staff.

### DISCLAIMER

While every effort has been taken to test this CD-ROM & its contents on PCs with different software & hardware configurations, we cannot guarantee that there will not be any software or hardware conflicts. Therefore, you are advised to back up the files on your computer before using this CD-ROM. IOI Corporation Berhad and its associates are not liable for any incidental, special, indirect or consequential damages caused by the use of this CD-ROM.

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