



IOI GROUP



Driving Sustainable Innovation

ANNUAL REPORT 2019

Driving Sustainable Innovation

IOI Corporation Berhad ("IOI") is working in synergy and harnessing the power of collaboration to drive sustainable growth and innovation. On the cover, the integration of separate cords into one strong central braid represents the common vision and shared goals which bind all the Group's business operations. Rendered in corporate colours, they reflect the strong corporate culture within the Group. The focus on sustainable innovation has resulted in the use of new technologies, enhanced investment in research and development, improved efficiencies in its operations as well as a growing expertise and capabilities of its people. These strategic objectives ensure greater long-term growth for the Group as well as create a responsible and sustainable palm oil supply chain.

This Annual Report also represents IOI's maiden effort in integrated reporting as its continuous journey towards transparency and effective corporate reporting.



About IOI Corporation Berhad

IOI Corporation Berhad, 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.



50th AGM

IOI CORPORATION BERHAD (9027-W)

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

Date: Friday, 25 October 2019

Time: 10:00 am

Our Core Values

In our pursuit of VISION IOI, we expect our people to uphold at all times, these IOI CORE VALUES:



SPEED OR TIMELINESS

in response is important in our ever changing business environment



INTEGRITY

which is essential and cannot be compromised



LOYALTY

is crucial because we are one team sharing one vision



INNOVATIVENESS

to provide us additional competitive edge



COMMITMENT

as we do what we say we will do



EXCELLENCE IN EXECUTION

as our commitments can only be realised through actions and results



COST EFFICIENCY

is crucial as we need to remain competitive

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.



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Tribute to Tan Sri Dato' Lee Shin Cheng

1939 – 2019

Tan Sri Dato' Lee Shin Cheng's life has become a favourite story in Malaysia's corporate folklore.

Tan Sri Dato' Lee Shin Cheng's life has become a favourite story in Malaysia's corporate folklore.

He was the Founder and Executive Chairman of two public-listed companies, IOI Corporation Berhad and IOI Properties Group Berhad. Through his vision, hard work and enterprising spirit, the companies have grown to become leading corporations in their respective sectors.

EARLY LIFE

Tan Sri Dato' Lee was born in Jeram, Kuala Selangor, Malaysia in 1939. As a child, he was raised in a rubber estate where his father owned a sundry shop. At the age of only 11, he had to stop schooling and sell ice-cream full time on his own bicycle in order to help support his family. He did this for three years before he went back to school to complete his studies at Middle High School.

Tan Sri Dato' Lee started working at the age of 17, as a supervisor in a rubber estate. He diligently worked his way up to become a full-fledged estate manager before he turned 30 years old.

Tan Sri Dato' Lee's early years experiences instilled the enterprising spirit in him which later shaped his life-long entrepreneurial journey.

SIGNIFICANT MILESTONES

In 1975, Tan Sri Dato' Lee started a private-limited property company named Lam Soon Huat Development Sdn Bhd (later renamed as IOI Properties Berhad in 1994) and started his first housing development project in Kajang in the following year.

Subsequently in 1984, he acquired three property development companies and further expanded his property business.

In 1982, he secured a controlling stake in Industrial Oxygen Incorporated ("IOI") and used it as a vehicle to venture into oil palm plantation business starting

from zero base. In the following year, he acquired three plantation companies in Pahang and later ventured into greenfield oil palm planting in Sabah through the acquisition of Morisem Plantation (Sabah) Sdn Bhd.

In 1990, he demonstrated his vision and foresight by acquiring Dunlop Estates, a business much bigger than IOI at that time. The acquisition marked the first major breakthrough in his life, and became one of the proudest moments for him. There is an added irony in that he applied for a job at Dunlop Estates 25 years earlier but was rejected due to lack of education qualifications. The RM500 million acquisition involved 13 palm oil estates (a total of 27,880 hectares), two palm oil mills, two rubber factories and one Research Centre.

Tan Sri Dato' Lee's other significant milestone involved the acquisition of Pamol Plantation Sdn Bhd in 2003 from Unilever. Since then, the breeding and seed production operation of Pamol became integrated with IOI Research Centre, which enables IOI to produce very high-quality seeds for its plantations.

Tan Sri Dato' Lee's vision and management capability extend beyond plantations and property. In 1997, he acquired a controlling stake in Palmco Holdings Berhad (later renamed as IOI Oleochemical Industries Berhad), a palm-based oleochemical company. Within one year of acquiring the struggling company, Tan Sri Dato' Lee turned it around into a highly profitable business by expanding the market base of its product globally. Nine years later, he acquired Pan-Century Edible Oils and Pan-Century Oleochemical, making IOI the world's largest vegetable-based oleochemical producer at that time.

In 2002, Tan Sri Dato' Lee further diversified his businesses and extended his reach globally by acquiring Lodders Croklaan, a specialty fats company based in the Netherlands and with

operations in the United States and Canada, from Unilever. The acquisition provided IOI access to the specialty oils and fats markets in over 60 countries and completed IOI's palm oil value chain, making it a leading global integrated palm oil producer.

CONTRIBUTIONS TO SOCIETY

On the community and industry service front, Tan Sri Dato' Lee was the patron and advisor of many community and business associations in Malaysia. Among his notable contributions were leading the redevelopment of the 111-year old Kuen Cheng Secondary School as the Chairman of its Board of Directors and contributing to the entire development of Shin Cheng (Harcroft) Primary School in Puchong, Selangor through the charity foundation founded by him, Yayasan Tan Sri Lee Shin Cheng.

Tan Sri Dato' Lee was bestowed the Honorary Doctorates in Agriculture from University Putra Malaysia and Honorary Doctorate in Science from University of Malaya in 2002 and 2017 respectively, and received many accolades for his outstanding accomplishments and leadership in the plantation industry.

Above all, Tan Sri Dato' Lee's tenacity and enterprising spirit were unrivalled by many in the Malaysian corporate circle, yet his humility and down-to-earth demeanour have gained the friendship and respect among many whom he met.

We salute Tan Sri Dato' Lee for his many achievements. His life story will serve as an inspiration to many and his accomplishments will form an important chapter in the Malaysian corporate history.



At a Glance

Profit before Interest and Taxation

Continuing operations



RM
1.08
Billion

2018 – RM1.38 Billion

Profit Attributable to Owners of the Parent

Continuing operations



RM
0.63
Billion

2018 – RM1.23 Billion

Earnings Per Share



10.05
Sen

2018 – 48.70 Sen

Dividend Per Share



8.0
Sen

2018 – 20.5 Sen

Share Price



RM
4.25

2018 – RM4.54

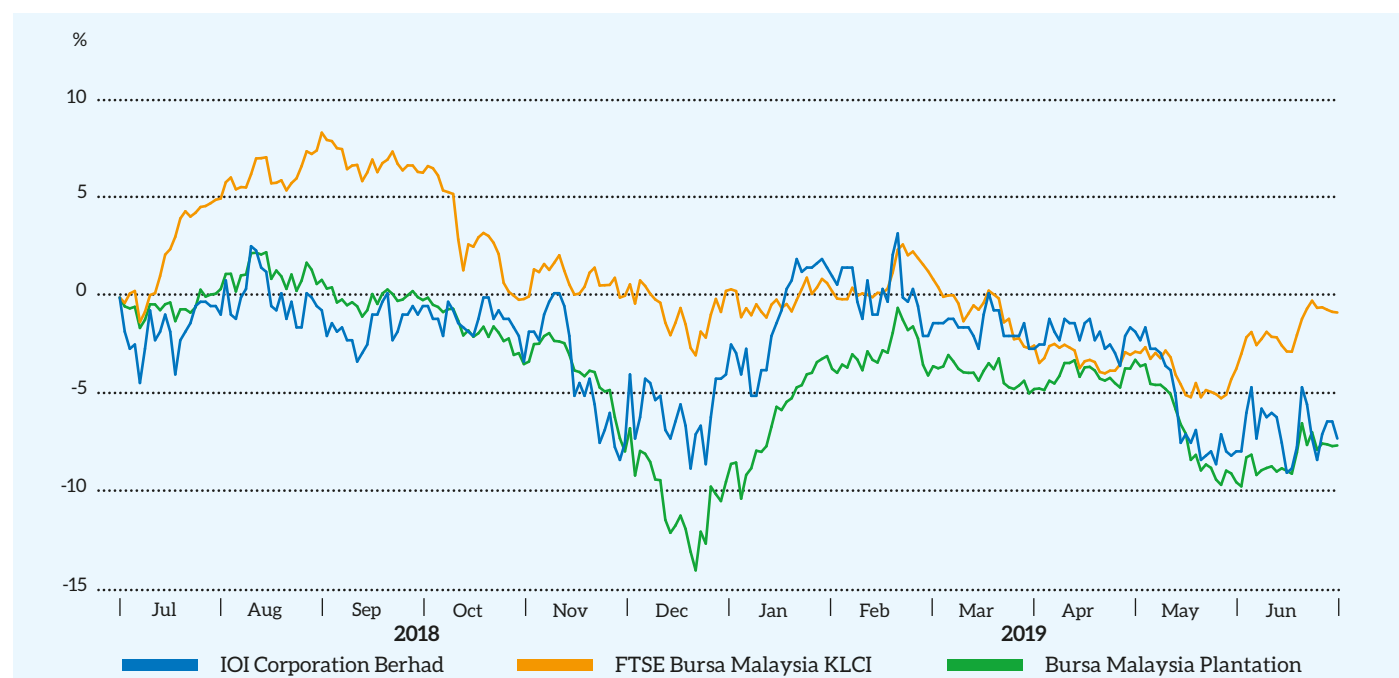
Market Capitalisation



RM
26.71
Billion

2018 – RM28.53 Billion

Key Indicators



In RM million unless otherwise stated	2019	2018	2017	2016	2015
FINANCIAL					
Profit before interest and taxation	1,076.8	1,380.6	1,401.4	1,459.6	1,237.6
Profit attributable to owners of the parent	631.7	3,060.5	743.2	629.7	51.9
Equity attributable to owners of the parent	9,299.6	9,156.3	7,457.4	7,138.1	7,069.0
Return on average shareholders' equity (%)	6.85	36.84	10.18	8.86	0.68
Basic earnings per share (sen)	10.05	48.70	11.82	9.99	0.82
Dividend per share (sen)	8.0	20.5	9.5	8.0	9.0
PLANTATION					
FFB production (MT)	3,398,847	3,514,857	3,155,628	3,145,317	3,542,222
Total oil palm area (Ha)	176,156	174,234	174,396	179,271	178,768
MANUFACTURING					
Oleochemical					
Plant utilisation (%)	82	83	80	82	85
Sales (MT)	714,131	714,024	697,421	745,100	755,157
Refinery					
Plant utilisation (%)	65	69	63	62	66
Sales (MT)	1,708,668	2,152,800 ¹	2,414,773	2,427,326	2,591,197

Note:

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

Sustainability Highlights

Completion of External Verification of IOI's Commitments Implementation

- Verification of the implementation of IOI's Sustainable Palm Oil Policy ("SPOP") and related commitments
- Completion and public report in June 2019



Fire Management

- Emergency Response Programme ("ERP")
- Establishment of Fire Monitoring System
 - a. Fire Alert Information System
 - b. Fire towers and drones
 - c. Patrolling
- Training programmes on prevention and control to respond to fire occurrences
- Socialisation, Dialogue and Awareness Programme in forest and land fire prevention to relevant stakeholders
- Member of Fire Free Alliance



Benefitted
About
2,900
Children

25
HUMANA
Learning
Centres



Third Party Supplier Programmes:

- Tools for transformation by Earthworm Foundation
- Collaboration with Aidenvironment on Group-level risk assessment

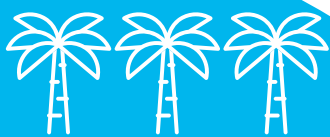
7,528 Ha
HCV Area

7,372 Ha
Other Conservation Area



Green Initiatives in Resource-Based Manufacturing:

- Co-generation plant for energy saving
- Reverse osmosis plant for reuse of waste water



170,365 Ha
of MSPO-certified Estate



Closure of the
RSPO IOI PT BSS,
PT SKS and PT
BNS, Ketapang
Complaint



Resolution
Process in
Progress for
IOI Pelita



Implementation of
Landscape Level Approach
in Progress for Ketapang,
Indonesia and Bukit
Leelau, Malaysia

Fair and Decent
Wage Study
with Monash
University
Malaysia and in
Collaboration
with Industry
Peers



RSPO

Roundtable on Sustainable Palm Oil



SUSTAINABILITY CERTIFICATION

14

MILLS
RSPO-CERTIFIED

13

MILLS
MSPO-CERTIFIED



IOI Oleo Group Achievements

- 1,500,000 accident-free hours in Safety, Health and Environment ("SHE")
- 11 awards at the prestigious Chemical Industries Council of Malaysia ("CICM") Responsible Care Awards 2017/2018
- Successfully ISO 45001:2018-certified

Our Value Creation Model

Inputs



Natural Capital

Our estates, high-yielding planting materials and diverse age profile of our oil palm trees.



Financial Capital

Our good performance and management practices. Readily available funds and access to financial institutions.



Manufactured Capital

Our integrated estates,
self-sustained mills, refineries,
manufacturing facilities and
research centres.



Human Capital

Our workforce diversity and unique IOI culture with succession and business continuity planning.



Intellectual Capital

Our research and development (“R&D”) capability, best practices in estate management, robust sustainability and governance policies and practices.

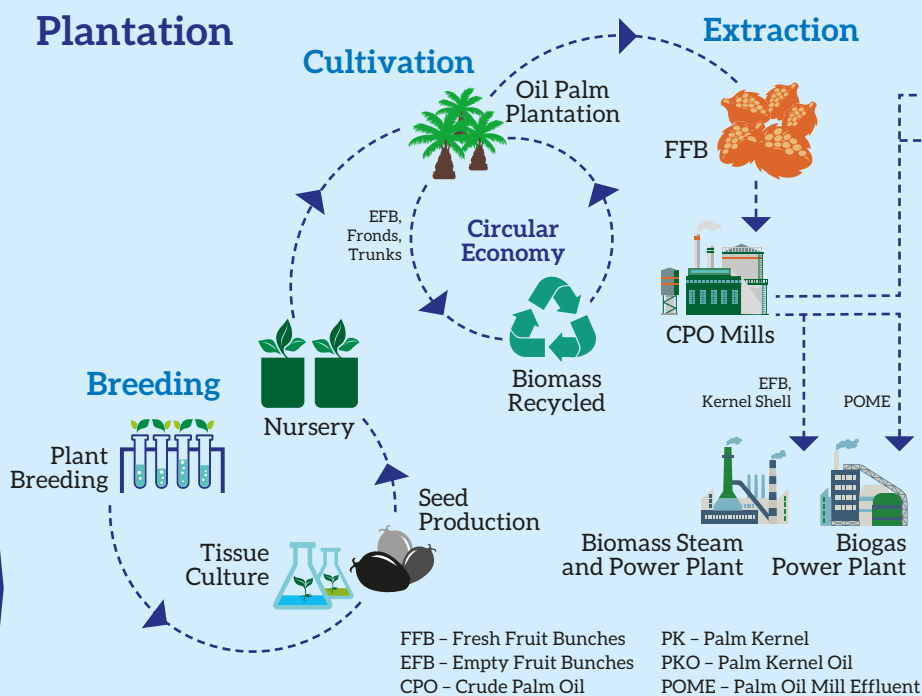


Social & Relationships Capital

Our key stakeholders including shareholders, suppliers, non-governmental organisations (“NGOs”), regulators, communities and employees.

Our Integrated and Sustainable Value Chain

Plantation



Contribution to Segment Results[#]

Excludes 1% contribution to segment from others.

Upstream

46%

Plantation

Our Competitive Edge



Integrated Value Chain

Industry-leading synergies across upstream and downstream businesses.



**Integrated
Systems**

Operational
excellence
through ONE
IOI Integrated
Platform for
greater efficiency.

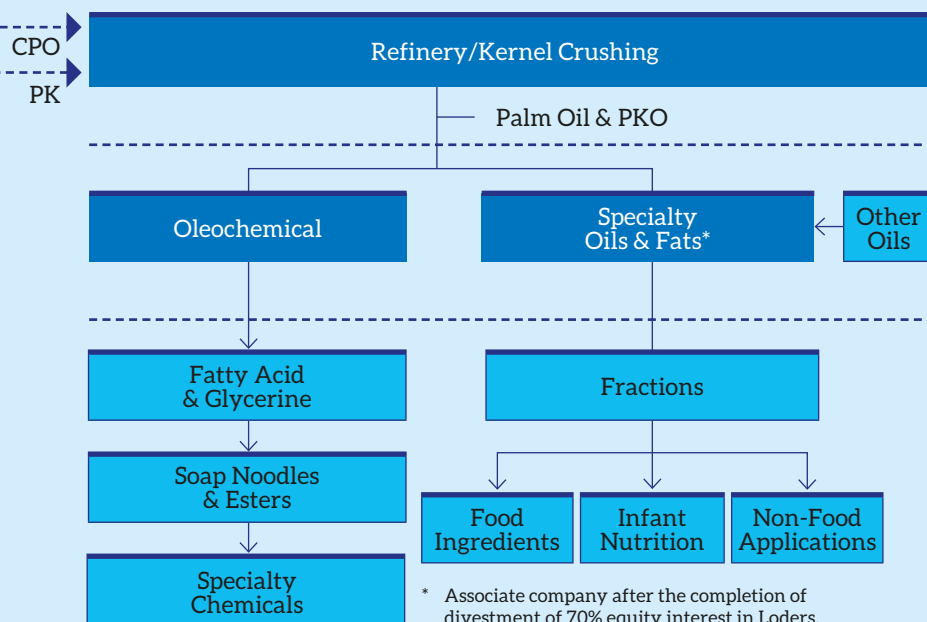


Strength in R&D

In-house research and development capabilities for the production of high quality planting materials.

At IOI, sustainability and innovation are essential to secure the future of the Group. We strive to establish and sustain a global palm oil supply chain which is reliable, traceable and sustainable. Our integrated business model enhances synergies across business operations, delivers shared values to our stakeholders and provides long-term economic, social and environmental benefits.

Resource-Based Manufacturing



Downstream

16%

Refinery

33%

Oleochemical

4%

Associate – Bunge Lodars*

* Associate company after the completion of divestment of 70% equity interest in Lodars.



Efficiency Culture

Cost and production efficiency with minimal bureaucracy and flat management structure. Efficiency culture is entrenched in the mind of employees.



Sustainability Culture

Embedded within IOI's operations and Sustainability Vision. Further articulated in IOI's Sustainable Palm Oil Policy.



Innovation Culture

Apply new thinking, technology and applications to improve existing workflow and business processes.



Strong Partnerships

Strategic partnerships with leading corporations to secure market access and/or technology in downstream business.

Values We Create



People

- More motivated employees
- High quality and consistent products for customers
- Improve community livelihood

≥ 28,000

employees



Planet

- Balance growth and development with the protection of the environment

6

biogas power plants



Prosperity

- Sustainable profit for shareholders
- Better economies of scale for vendors
- Sustainable palm oil production

RM26.71

billion market capitalisation*

* as at 30 June 2019

Corporate Information

BOARD OF DIRECTORS

TAN SRI PETER CHIN FAH KUI

Independent Non-Executive Chairman
(Redesignated w.e.f 18 June 2019)

DATO' LEE YEOW CHOR

Group Managing Director and Chief Executive
(Redesignated w.e.f 18 June 2019)

LEE YEOW SENG

Non-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

AUDIT AND RISK MANAGEMENT COMMITTEE

Datuk Karownakaran
@ Karunakaran a/l Ramasamy*
Chairman

Tan Sri Peter Chin Fah Kui*

Cheah Tek Kuang*

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

Dato' Lee Yeow Chor
Chairman

Lee Yeow Seng^

COMPANY SECRETARY

Vincent Tan Choong Khiang
(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 PLT
Chartered Accountants
Level 8
BDO @ Menara CentARa
360 Jalan Tuanku Abdul Rahman
50100 Kuala Lumpur
Tel +60 3 2616 2888
Fax +60 3 2616 3190

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 Sdn Bhd
Level 6, Symphony House
Pusat Dagangan Dana 1
Jalan PJU 1A/46
47301 Petaling Jaya
Selangor Darul Ehsan
Tel +60 3 7841 8088/8099
Fax +60 3 7841 8100/
+60 3 7890 4670

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
www.ioioleo.com

EMAIL ADDRESS

corp@ioigroup.com

* Independent Non-Executive Director

^ Non-Independent Non-Executive Director

Welcome to the AGM

The 50th AGM of IOI Corporation Berhad will be held at Millennium Ballroom 1 (Level 1), Le Méridien Putrajaya, Lebuh IRC, IOI Resort City, 62502 Putrajaya, Selangor Darul Ehsan, Malaysia on **Friday, 25 October 2019** 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 Managing Director and Chief Executive 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 19.

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 Fiftieth Annual General Meeting ("**50th AGM**") of the Company will be held at Millennium Ballroom 1 (Level 1), Le Méridien Putrajaya, Lebuhr IRC, IOI Resort City, 62502 Putrajaya, Malaysia on Friday, 25 October 2019 at 10:00 am for the following purposes:

AGENDA

- 1 To receive the Audited Financial Statements for the financial year ended 30 June 2019 and the Reports of the Directors and Auditors thereon.
- 2 To approve the payment of a final single tier dividend of 4.5 sen per ordinary share for the financial year ended 30 June 2019. **Resolution 1**
- 3 To re-elect the following Directors retiring by rotation pursuant to Article 101 of the Company's Constitution:
 - i) Tan Sri Peter Chin Fah Kui **Resolution 2**
 - ii) Lee Yeow Seng **Resolution 3**
- 4 To consider and if thought fit, to pass the following Ordinary Resolution:

"THAT the payment of Directors' fees (inclusive of Board Committees' fees) of RM1,085,389 for the financial year ending 30 June 2020 payable quarterly in arrears after each month of completed service of the Directors during the financial year be and is hereby approved."

Resolution 4
- 5 To approve the payment of Directors' benefits (other than Directors' fees) of up to RM280,000 for the period from 25 October 2019 until the next Annual General Meeting. **Resolution 5**
- 6 To re-appoint Messrs BDO PLT, the retiring Auditors for the financial year ending 30 June 2020 and to authorise the Audit and Risk Management Committee to fix their remuneration. **Resolution 6**
- 7 As special business, to consider and if thought fit, to pass the following Ordinary/Special Resolution(s):
 - 7.1 **Ordinary Resolution – Continuing in Office as an Independent Non-Executive Director**

"THAT authority be and is hereby given to Datuk Karownikaran @ Karunakaran a/l Ramasamy, who will be attaining a cumulative term of more than nine (9) years on 17 January 2020 as an Independent Non-Executive Director of the Company, to continue to act as an Independent Non-Executive Director of the Company until the conclusion of the next Annual General Meeting of the Company."

Resolution 7
 - 7.2 **Ordinary Resolution – Authority to Directors to allot and issue shares pursuant to Section 76 of the Companies Act 2016**

"THAT pursuant to Section 76 of the Companies Act 2016, the Directors be and are hereby authorised with full powers to allot and issue shares in the Company from time to time and upon such terms and conditions and for such purposes as they may deem fit subject always to the approval of the relevant authorities being obtained for such issue and provided that the aggregate number of shares to be issued pursuant to this resolution does not exceed ten percent (10%) of the issued share capital for the time being of the Company and that such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company and that the Directors be and are also empowered to obtain the approval from Bursa Malaysia Securities Berhad for the listing of and quotation for the additional shares so issued."

Resolution 8

7.3 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 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 9

7.4 Ordinary Resolution – 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(I), Section 4 of the Circular to Shareholders of the Company dated 27 September 2019 (“**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
- ii) disclosure is made in the annual report of the aggregate value of transactions conducted pursuant to the Shareholders’ Mandate during the financial year.

Notice of Annual General Meeting

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 10

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

"THAT approval be and is hereby given for the Company to pay a gratuity amounting to RM27.36 million to the late Tan Sri Dato' Lee Shin Cheng in recognition of his 38 years of service and contribution to IOI Group.

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

Resolution 11

7.6 Special Resolution – Proposed Amendments to the Constitution of the Company

"THAT approval be and is hereby given to alter or amend the whole of the existing Constitution of the Company by the replacement thereof with a new Constitution of the Company as set out in Part B(II) of the Circular to Shareholders of the Company dated 27 September 2019 with immediate effect AND THAT the Directors and Company Secretary of the Company be and are hereby authorised to do all acts and things and take all such steps as may be considered necessary to give full effect to the foregoing."

**Special
Resolution**

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

NOTICE OF FINAL DIVIDEND ENTITLEMENT AND PAYMENT

NOTICE IS HEREBY GIVEN THAT subject to the approval of the shareholders at the 50th AGM, a final single tier dividend of 4.5 sen per ordinary share for the financial year ended 30 June 2019 will be payable on 22 November 2019 to shareholders whose names appear in the Record of Depositors and Register of Members of the Company at the close of business on 11 November 2019.

A depositor shall qualify for entitlement only in respect of:

- a) Shares transferred into the depositor's securities account before 4:30 p.m. on 11 November 2019 in respect of transfers; and
- b) Shares deposited into the depositor's securities account before 12:30 p.m. on 7 November 2019 (in respect of shares which are exempted from mandatory deposit); and
- c) Shares bought on Bursa Securities on a cum entitlement basis according to the Rules of Bursa Securities.

By Order of the Board,

Vincent Tan Choong Khiang
Secretary (MAICSA 7018448)

Putrajaya
27 September 2019

Notes:

- ¹ Items 1 to 7.5 above are proposed as ordinary resolutions except item 7.6 as special resolution. For any of the ordinary resolutions listed above to be passed at the 50th AGM, more than half the votes cast must be in favour of the resolutions. Special resolution requires at least three quarter of the votes cast to be in favour.
Voting on all resolutions to be proposed at the 50th AGM will be by way of a poll. The Board believes a poll is more representative of shareholders' voting intentions because shareholders' votes are counted according to the number of shares held.
- ² A shareholder may appoint any person to be his proxy and there shall be no restriction as to the qualification of the proxy.
- ³ An instrument appointing a proxy must be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised.
- ⁴ Subject to Note 5 below, a shareholder shall not be entitled to appoint more than two (2) proxies to attend and vote at the same meeting. If a shareholder appoints two (2) proxies to attend at the same meeting, the instrument of proxy must specify the proportion of his shareholdings to be represented by each proxy and only one (1) of those proxies is entitled to vote on show of hands.
- ⁵ Where a shareholder of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one (1) securities account, there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds. An exempt authorised nominee refers to an authorised nominee defined under the Securities Industry (Central Depositories) Act 1991 ("**SICDA**") which is exempted from compliance with the provisions of Section 25A(1) of the SICDA.
- ⁶ An instrument appointing a proxy may specify the manner in which the proxy is to vote in respect of a particular resolution and, where an instrument of proxy so provides, the proxy is not entitled to vote on the resolution except as specified in the instrument.
- ⁷ An instrument appointing a proxy must be deposited at **Boardroom Corporate Services Sdn Bhd**, Level 6, Symphony House, Pusat Dagangan Dana 1, Jalan PJU 1A/46, 47301 Petaling Jaya, Selangor Darul Ehsan, Malaysia not less than 48 hours before the time for holding the 50th AGM or any adjournment thereof.
- ⁸ Only shareholders whose names appear in the Record of Depositors and Register of Members as at **18 October 2019** shall be eligible to attend the 50th 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 (the "**Act**").
- 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 50th 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 AGM guide.

To receive Audited Financial Statements for the financial year ended 30 June 2019

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

The 2019 Annual Report (which includes the Financial Report, the Directors' Report and the Independent Auditors' Report) will be presented to the meeting. Shareholders can access a copy of the 2019 Annual Report at IOI Corporation Berhad's website, 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 the Company's Auditors, BDO PLT ("BDO PLT"), questions relevant to audit matters, including the Auditors' Report.

Final single-tier dividend

On 15 August 2019, the Board had considered the amount of final dividend and decided to recommend the same for the shareholders' approval. The Directors of the Company are satisfied that the Company will be solvent as it will be able to pay its debts as and when the debts become due within twelve (12) months immediately after the payment is made on 22 November 2019 in accordance with the solvency requirements under Sections 132(2) and (3) of the Act.

Re-election of Directors

Tan Sri Peter Chin Fah Kui and Lee Yeow Seng, who 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 50th 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 shall hold office until the conclusion of the next AGM of the Company and shall be eligible for re-election.

Each of the Directors standing for re-election has undergone a performance evaluation and has demonstrated that he remains committed to the role and continues to be an effective and valuable member of the Board. The Board has also conducted assessment on the independence of the Independent Director who is seeking for re-election and is satisfied that the Independent Director has complied with the independence criteria applied by the Company and continue to bring independent and objective judgement to the Board deliberation.

Detailed profile of each Director, including their career history, competencies and experience can be found from pages 72 to 74 of the 2019 Annual Report.

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, as well as the recommendation from the independent consultant who has carried out the review of Directors' remuneration in FY2018. The payment of Directors' fees (inclusive of Board Committees' fees) for FY2020 shall be payable quarterly in arrears after each month of completed service of the Directors during the financial year.

The Directors' benefits (other than Directors' fees and Board Committees' fees) comprise attendance allowances and insurance coverage. In determining the estimated total amount of Directors' benefits, the Board has considered various factors, among others, the estimated number of meetings for the Board and its Committees and estimated proportionate paid and payable insurance premium.

Re-appointment of Auditors

The Company's Auditors, BDO, a conventional partnership, has successfully converted its status to a limited liability partnership pursuant to Section 29 of the Limited Liability Partnerships Act 2012. They are now registered under the name of BDO PLT with Audit Firm number remained unchanged as AF 0206.

BDO PLT must offer themselves for re-appointment at each AGM at which Audited Financial Statements are presented. The performance and effectiveness of the BDO PLT has 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 PLT be re-appointed and its remuneration be determined by the ARMC. The representatives of BDO PLT will be present at the 50th AGM.

EXPLANATORY NOTES ON SPECIAL BUSINESSES

i) Continuing in Office as an Independent Non-Executive Director

Ordinary Resolution 7 is to seek approval from the shareholders for Datuk Karownikaran @ Karunakaran a/l Ramasamy ("Datuk Karunakaran") to continue in office as an Independent Non-Executive Director ("INED") of the Company.

The GNRC had on 12 September 2019 assessed the independence of Datuk Karunakaran, who will be attaining a cumulative term of more than nine (9) years on 17 January 2020 as an Independent Non-Executive Director of the Company. The Board recommended that the approval of the shareholders be sought to retain Datuk Karunakaran as an INED as he possesses the following attributes necessary in discharging his roles and functions as an INED of the Company:

- a) He has met the criteria under the definition of Independent Director pursuant to Chapter 1 of the Main Market Listing Requirements of Bursa Securities;
- b) He has vast experience in different sector of industries and as such could provide the Board with a diverse set of experience, expertise and independent judgment;
- c) He consistently challenges the management in an effective and constructive manner;
- d) He actively expresses his views and participates in Board deliberations and decision making in an objective manner; and
- e) His length of service on the Board does not in any way interfere with his fiduciary duties in exercising due care in the best interest of the Company and minority shareholders.

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

Ordinary Resolution 8 is to seek a renewal of the general mandate which was approved at the 49th AGM of the Company held on 26 October 2018 and which will lapse at the conclusion of the forthcoming 50th AGM to be held on 25 October 2019.

The general mandate, if approved, will provide flexibility to the Company for any possible fund raising activities, including but not limited to placing of shares for the purpose of funding future investment project(s) and acquisition(s) and for strategic reasons. In order to eliminate any delay and costs in convening a general meeting to specifically approve such issuance of shares, it is considered appropriate that the Directors be empowered, as proposed under the Ordinary Resolution 8, 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 49th 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.

Explanatory Notes to the Resolutions

iii) **Proposed Renewal of Existing Share Buy-Back Authority**

Ordinary Resolution 9 is to seek a renewal of the authority granted at the 49th AGM of the Company held on 26 October 2018 and which will lapse at the conclusion of the forthcoming 50th AGM to be held on 25 October 2019. The resolution authorises the Company to make market purchases of its own ordinary shares as permitted by the Act.

The Board seeks authority to purchase up to ten percent (10%) of the Company's issued share capital, 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 the 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 sold for cash. The Company did not purchase any ordinary shares during FY2019.

Please refer to explanatory information in the Share Buy-Back Statement dated 27 September 2019.

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

Ordinary Resolution 10 is to seek approval from the shareholders for renewal of the shareholders' mandate granted by the shareholders of the Company at the 49th AGM held on 26 October 2018. 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 50th AGM of the Company.

The details of the proposal are set out in Part B(I) of the Circular to Shareholders dated 27 September 2019.

v) **Proposed Gratuity Payment to the Former Executive Chairman of the Company**

The late Tan Sri Dato' Lee Shin Cheng had indicated his intention to retire from his office as the Executive Chairman of the Company effective from 3 June 2019. The retirement of the former Executive Chairman was announced to Bursa Securities and the staff of the Group on 31 May 2019. The late Tan Sri Dato' Lee was appointed to the Board of the Company on 21 July 1981. He was subsequently appointed as "Managing Director" on 1 July 1988. On 25 October 1999, he was re-designated to Executive Chairman.

The proposed gratuity was in recognition of the late Tan Sri Dato' Lee's commitment, dedication and contribution to IOI Group, and as a gesture of appreciation for the late Tan Sri Dato' Lee's 38 years of service with the Group. The proposed gratuity payment of RM27.36 million is computed at 1.5 months for every year of service (i.e. 38 years) in the Group, based on his last drawn monthly salary of RM480,000, which is a one-off payment from the Company which, if approved by shareholders, will be paid in cash funded entirely from the internally generated funds of IOI Group in early November 2019. The approval of the shareholders of the Company at the 50th AGM is required for the proposed gratuity pursuant to Section 230(1) of the Act.

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

vi) **Proposed Amendments to the Constitution of the Company**

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

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

Under Section 36 of the Act, amendments to the Constitution can be made if duly passed by a Special Resolution. In view of the substantial amendments to the Constitution, the Board proposed that the existing Constitution be amended by the Company in its entirety by the replacement thereof with a new Constitution which incorporated all the Proposed Amendments as set out in Part B(II) of the Circular to Shareholders dated 27 September 2019. In view of the above, the shareholders' approval is sought for the Proposed Amendments.

The Proposed Amendments shall take effect once the Special Resolution has been passed by a majority of not less than seventy-five per centum (75%) of such shareholders who are entitled to vote and do vote in person or by proxy at the 50th AGM.

Statement Accompanying Notice of Annual General Meeting

Pursuant to Paragraph 8.27 (2) of the
Main Market Listing Requirements of Bursa Securities

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 50th Annual General Meeting 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:

- Tan Sri Peter Chin Fah Kui
- Lee Yeow Seng

The profiles of the above-named Directors are set out in the section entitled Profiles of the Board of Directors on pages 72 to 74 of the 2019 Annual Report.

Their shareholdings in the Company and its related corporations are set out in the section entitled Statement of Directors' Interests on page 103 of the 2019 Annual Report.

Administrative Details and Notes for Shareholders

50th AGM

Date : Friday, 25 October 2019
Time : 10:00 am
Venue : Millennium Ballroom 1 (Level 1), Le Méridien Putrajaya, Lebuh IRC, IOI Resort City, 62502 Putrajaya, Malaysia

AGENDA

8:00 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 **8:00 am** at **Millennium Ballroom 1 (Level 1), Le Méridien 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 the Le Méridien Putrajaya and IOI City Mall, IOI Resort City, 62502 Putrajaya.
- Please bring your parking ticket to our 'Complimentary Parking Counter' for validation.
- There will be security personnel to collect your parking ticket at the exits of the car parks from 8:30 am to 1:30 pm.
- There will be no replacement in the event that you lose or misplace the complimentary parking ticket. Valet parking is not entitled to the complimentary ticket.

Administrative Details and Notes for Shareholders

50th AGM

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 (<i>holds a minimum of 1,000 shares and above</i>)	One (1) voucher worth RM50/- to the first named proxy

6. Meeting

- You are allowed to enter the meeting room from 9:00 am onwards.
- The meeting will start promptly at 10:00 am. Shareholders are reminded to be punctual.
- Kindly switch off your hand phone or put it on silent mode before you enter the meeting room.
- The resolutions set out on pages 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 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 on 25 October 2019. You may check the announcement made by the Company to Bursa Malaysia Securities Berhad at www.bursamalaysia.com.

9. Documents for inspection

Copies of the following documents are available for inspection during normal business hours from Mondays to Fridays (except public holidays) at the registered office of the Company at Level 29, IOI City Tower 2, Lebuhr IRC, IOI Resort City, 62502 Putrajaya, Malaysia. 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 18 September 2019 (the latest practicable date before the publication of this AGM notice), the issued share capital of the Company comprised 6,284,643,995 ordinary shares, each with one vote.

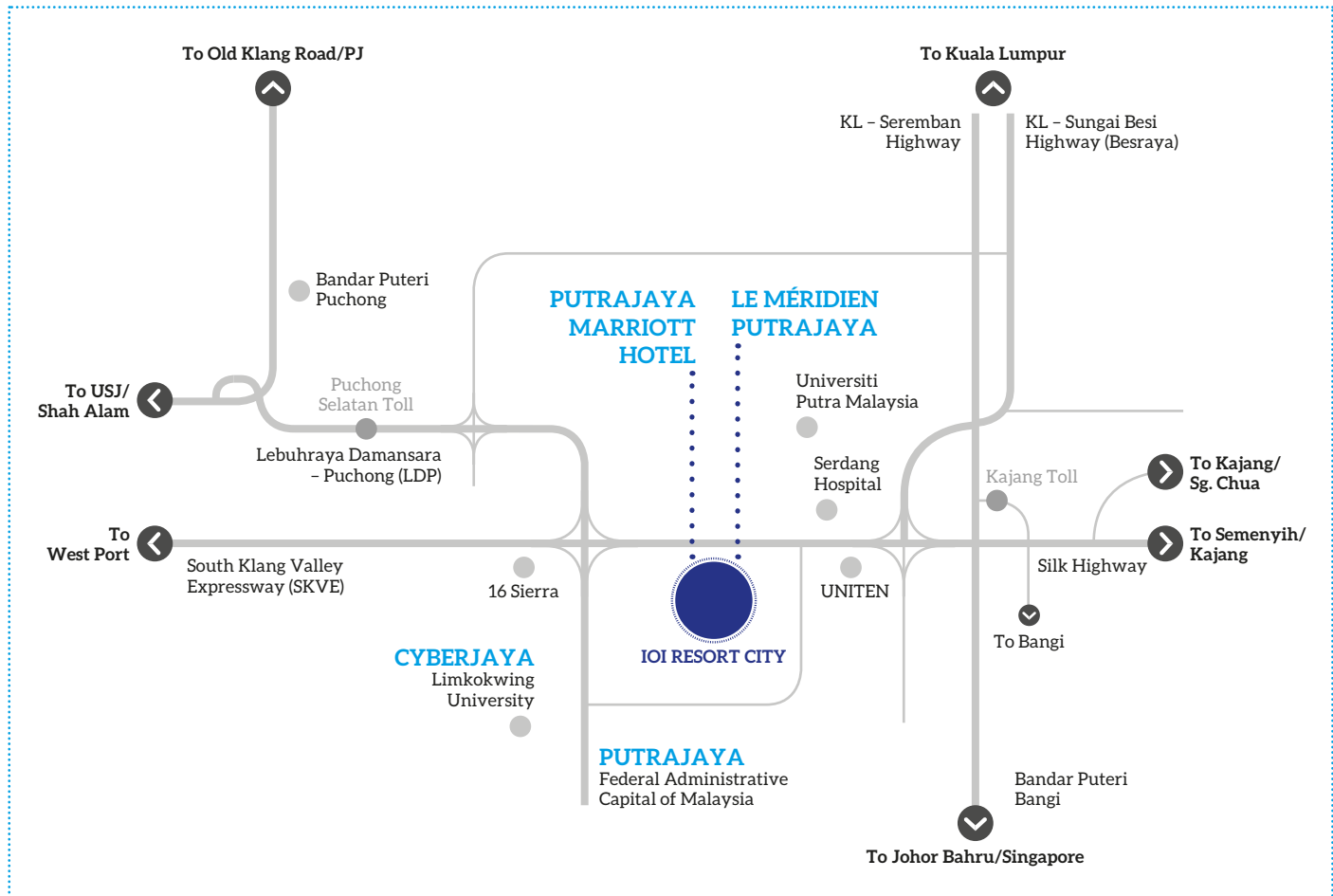
11. Enquiry

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

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

Location Map to the AGM



LE MÉRIDIEN PUTRAJAYA

Lebuh IRC, IOI Resort City, 62502 Putrajaya, Malaysia

Tel : 03-8689 6888

Fax : 03-8689 6899

lemeridien.com/putrajaya



Proxy Form

I/We _____
(Please use block letters)

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

of _____

being a member(s) of **IOI 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 **Fiftieth Annual General Meeting ("50th AGM")** of the Company to be held at **Millennium Ballroom 1 (Level 1), Le Méridien Putrajaya, Lebuhr IRC, IOI Resort City, 62502 Putrajaya, Malaysia** on **Friday, 25 October 2019** 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.	Resolutions		First Proxy "A"		Second Proxy "B"	
			For	Against	For	Against
1.	To approve the payment of a final single tier dividend	Ordinary Resolution 1				
2.	To re-elect Tan Sri Peter Chin Fah Kui as a Director	Ordinary Resolution 2				
3.	To re-elect Lee Yeow Seng as a Director	Ordinary Resolution 3				
4.	To approve Directors' fees for the financial year ending 30 June 2020 payable quarterly in arrears	Ordinary Resolution 4				
5.	To approve the payment of Directors' benefits for the period from 25 October 2019 until the next AGM	Ordinary Resolution 5				
6.	To re-appoint Messrs BDO PLT as Auditors and to authorise the Audit and Risk Management Committee to fix their remuneration	Ordinary Resolution 6				
7.	To approve Datuk Karownakaran @ Karunakaran a/l Ramasamy to continue in office as an Independent Non-Executive Director	Ordinary Resolution 7				
8.	To authorise the Directors to allot and issue shares pursuant to Section 76 of the Companies Act 2016	Ordinary Resolution 8				
9.	To approve the proposed renewal of existing share buy-back authority	Ordinary Resolution 9				
10.	To approve the proposed renewal of shareholders' mandate for recurrent related party transactions	Ordinary Resolution 10				
11.	To approve the proposed gratuity payment to Former Executive Chairman	Ordinary Resolution 11				
12.	To approve the proposed amendments to the Constitution of the Company	Special Resolution				

Dated this _____ day of _____ 2019

* Delete if inapplicable.

Signature of Shareholder/Common Seal

Notes:

- 1 Items 1 to 11 above are proposed as ordinary resolutions except item 12 as special resolution. For any of the ordinary resolutions listed above to be passed at the 50th AGM, more than half the votes cast must be in favour of the resolutions. Special resolution requires at least three quarter of the votes cast to be in favour. Voting on all resolutions to be proposed at the 50th 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.

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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.

- 6 An instrument appointing a proxy may specify the manner in which the proxy is to vote in respect of a particular resolution and, where an instrument of proxy so provides, the proxy is not entitled to vote on the resolution except as specified in the instrument.
- 7 An instrument appointing a proxy must be deposited at **Boardroom Corporate Services Sdn Bhd**, Level 6, Symphony House, Pusat Dagangan Dana 1, Jalan PJU 1A/46, 47301 Petaling Jaya, Selangor Darul Ehsan, Malaysia not less than 48 hours before the time for holding the 50th AGM or any adjournment thereof.
- 8 Only shareholders whose names appear in the Record of Depositors as at **18 October 2019** shall be eligible to attend the 50th AGM or appoint proxy to attend and vote on his behalf.
- 9 Any corporation which is a shareholder can appoint one or more corporate representatives who may exercise on its behalf all of its power as a shareholder in accordance with the Companies Act 2016.

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 50th AGM (including any adjournment thereof).

STAMP

THE ADMINISTRATION AND POLLING AGENT
IOI CORPORATION BERHAD

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

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Request Form



IOI GROUP

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

PARTICULARS OF SHAREHOLDER

I/We : _____

NRIC/Co. No. : _____

CDS Account No. : _____

Address : _____

Handphone/Telephone No. : _____

Signature : _____

Date : _____

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 Annual General Meeting (including any adjournment thereof).

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THE COMPANY SECRETARY
IOI CORPORATION BERHAD

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

2nd fold here

Dear Shareholders

We have pleasure in presenting to you the IOI Corporation Berhad 2019 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 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 Chung Zi Yu (+60 3 8947 6610)
- Ms Jynn Low (+60 3 8947 8901)
- Ms Fynn Wong (+60 3 8947 6672)

Fax : +60 3 8947 8909

Email : ioicosec@ioigroup.com

Minimum System Requirements



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 aforementioned staff.

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

DISCLAIMER:

While every effort has been taken to test this CD-ROM and its contents on PCs with different software and 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.



IOI CORPORATION BERHAD (9027-W)
IOI City Tower 2, Lebuh IRC, IOI Resort City,
62502 Putrajaya, Malaysia

www.ioigroup.com

