



IOI GROUP

Poised & FUTURE-READY



RENEWABLE ENERGY

OLEOCHEMICAL

REFINERY

PLANTATION

R&D



ANNUAL
REPORT
2020



ANNUAL REPORT

This report showcases our value creation proposition and delivery, as well as our approach towards exemplary governance.

Poised & Future-Ready

Poised & Future-Ready, IOI is resolute and committed to reach further heights as a global integrated palm oil player. This year's cover depicts our future-ready focus through unfurling wings that depict the Group's steady progression anchored by global aspirations at the core.

IOI's palm oil supply chain extends across the top horizon through icons that depict upstream to downstream business activities. The Group's long-term business strategies ensure resilience, growth and a sustainable future through continued improvements in Research & Development ("R&D"), Plantation, Refinery, Oleochemical and Renewable Energy. Corporate blue tones are used to reflect synergy unleashed across all business operations.

Together the left and right wings represent the pairing of this Annual Report with a corresponding Sustainability Report, forming our Integrated Report for the year.

51st

Annual General Meeting for IOI Corporation Berhad



Virtual Meeting through live streaming from the Broadcast Venue at Millennium Ballroom 1 (Level 1) Le Méridien Putrajaya Lebuhr IRC, IOI Resort City 62502 Putrajaya, Malaysia



Friday
30 October 2020



10:00 am

Note:

The Broadcast Venue is strictly for the purpose of complying with Section 327(2) of the Companies Act 2016 which requires the Chairman of Meeting to be present at the main venue. **No shareholders/proxy(ies) from the public shall be physically present at nor admitted to the Broadcast Venue.**

WHAT'S INSIDE

- 01 Organisational Overview
- 02 Business & Financial Highlights
- 04 Key Indicators
- 06 Our Value Creation Model
- 08 Corporate Information
- 09 Letter to Shareholders
- 10 Notice of Annual General Meeting
- 15 Administrative Guide

Proxy Form



Feedback & Comments



We welcome any constructive feedback from you. Please email us at corporatecommunications@ioigroup.com



This Annual Report is available at https://www.ioigroup.com/Content/IR/IR_Reports

Organisational Overview

Who We Are

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 about 30,000 people in several countries, we are a fully integrated company that undertakes the plantation and resource-based manufacturing businesses. Our plantation business covers Malaysia and Indonesia while our 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.



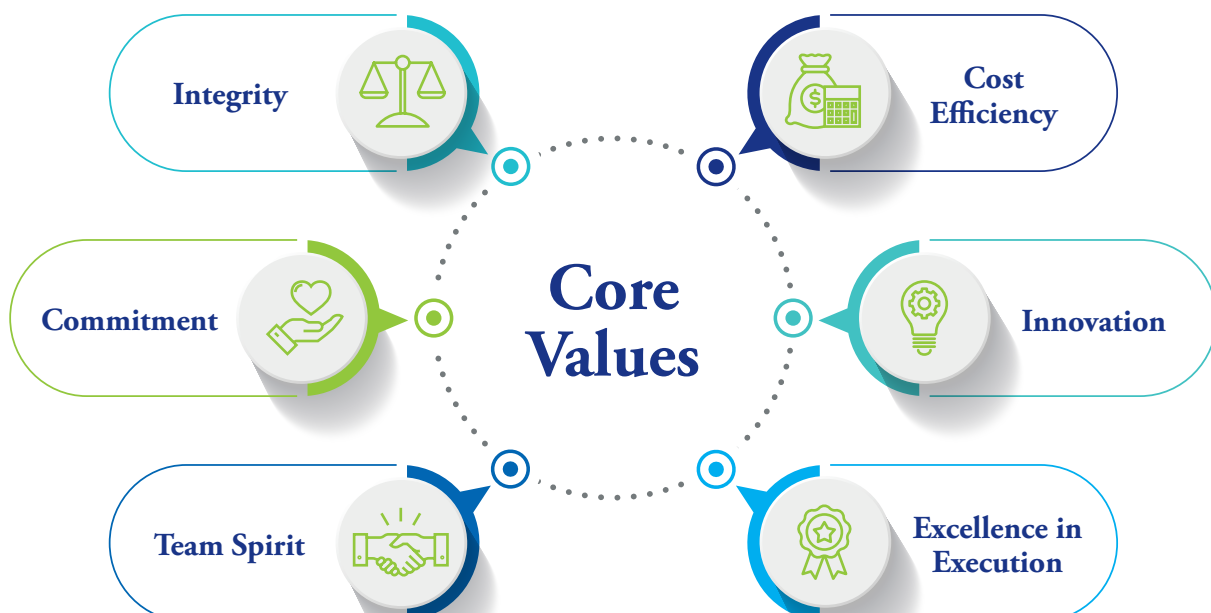
Vision

Our Vision is to be a leading and sustainable Malaysian business corporation with global presence.



Mission

Our Mission is to achieve responsible and sustainable commercial success by addressing the interests of all our stakeholders, caring for the community and the environment, and adopting best practices to be globally competitive.



Business and Financial Highlights

100%
MSPO-Certified



84 estates



14 mills

Owner of

14 Patents

and

4 more

in the process for
pharmaceutical

application, via IOI Oleo GmbH,
Germany



Market Capitalisation

RM27.20
billion



Global Presence

16

countries



Total Employees

≈30,000
worldwide



Yayasan Tan Sri
Lee Shin Cheng
CSR contribution

RM1.6
million



Developed over

30

formulations
for personal care and
cosmetic applications

Successfully rolled out the

**SAP
System**

to approximately
75% of our
plantation's
operating units





Company in Sabah

to achieve Level 5 in
Systematic Occupational
Health Enhancement
Level Programme
("SoHELP")



Commissioned a Liquid Lipid Filling Line

to expand the Active
Pharmaceutical Ingredient
("API") business at
IOI Oleo GmbH, Germany



Revenue

RM7.80 billion



Profit before Interest and Taxation

RM1.14 billion



Commissioned a

6.5 MW

Cogeneration Plant

(combined heat and power)
at IOI Pan-Century Oleochemicals
Sdn Bhd, Malaysia



Net Profit Attributable to Owners of the Parent

RM600.9 million



100% ePMS

("Electronic
Plantation Monitoring
System") ongoing
digital and paperless in
our operations



Pledged RM500,000

to Malaysia's
Ministry of Health
via the Malaysian Palm Oil
Association to fight
COVID-19



Share Price

RM4.34

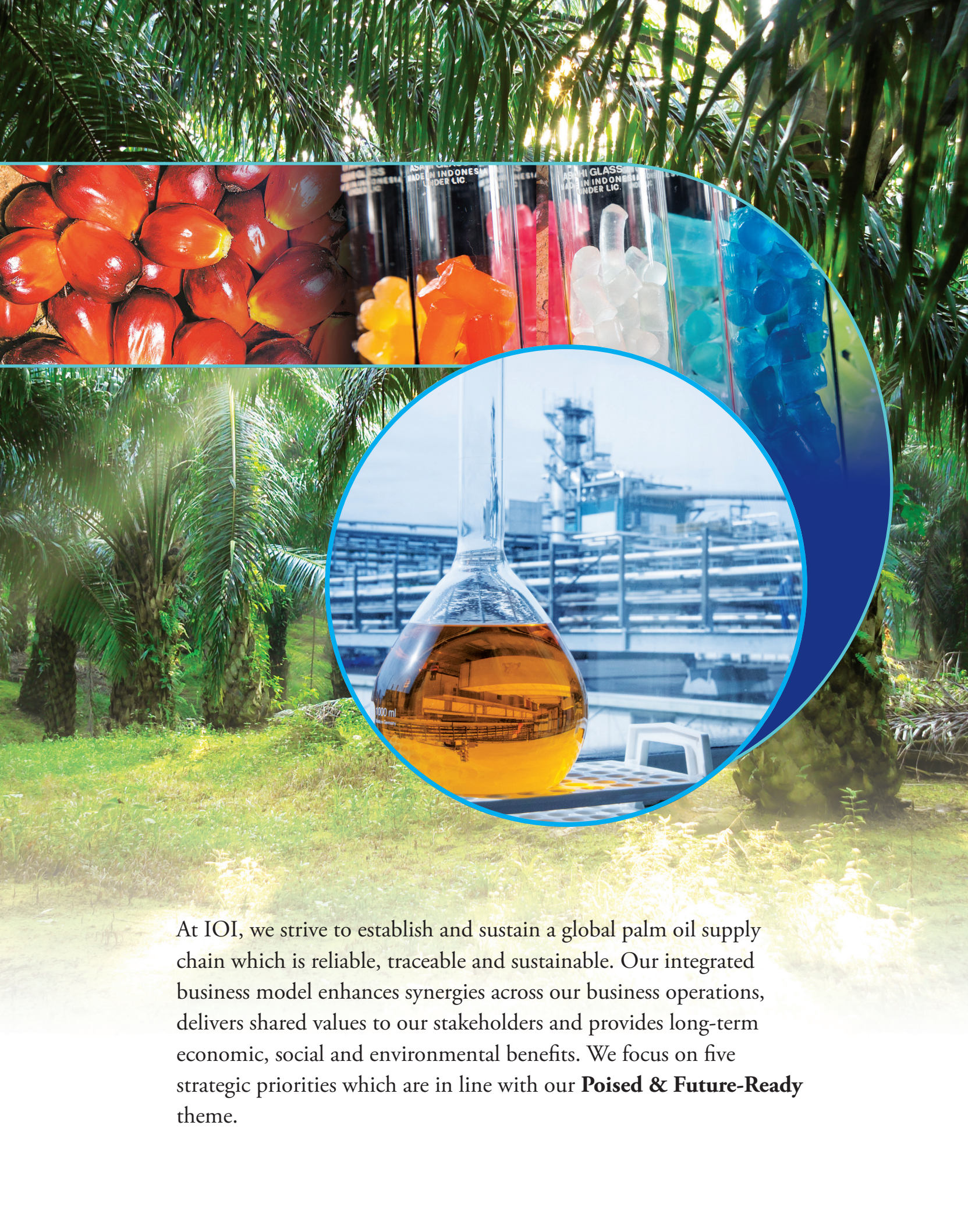
Key Indicators



<i>In RM million unless otherwise stated</i>	2020	2019	2018	2017	2016
FINANCIAL					
Profit before interest and taxation	1,137.9	1,076.8	1,380.6	1,401.4	1,459.6
Profit attributable to owners of the parent	600.9	631.7	3,060.5	743.2	629.7
Equity attributable to owners of the parent	9,296.2	9,299.6	9,156.3	7,457.4	7,138.1
Return on average shareholders' equity (%)	6.46	6.85	36.84	10.18	8.86
Basic earnings per share (sen)	9.57	10.05	48.70	11.82	9.99
Dividend per share (sen)	8.0	8.0	20.5	9.5	8.0
PLANTATION					
FFB production (MT)	3,097,262	3,398,847	3,514,857	3,155,628	3,145,317
Total oil palm area (Ha)	176,909	176,156	174,234	174,396	179,271
MANUFACTURING					
Oleochemical					
Plant utilisation (%)	77	82	83	80	82
Sales (MT)	669,854	714,131	714,024	697,421	745,100
Refinery					
Plant utilisation (%)	69	65	69	63	62
Sales (MT)	1,973,792	1,917,195	2,152,800 ¹	2,414,773	2,427,326

Note:

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



At IOI, 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 our business operations, delivers shared values to our stakeholders and provides long-term economic, social and environmental benefits. We focus on five strategic priorities which are in line with our **Poised & Future-Ready** theme.

Our Value Creation Model

Our Vision is to be a leading and corporation with

Capital Inputs

Human

- Strong leadership and governance
- **≈30,000** talented and diverse people
- Succession and business continuity planning

Natural

- **96** estates
- **206,567** hectares of landbank
- Seeds, plants and healthy soil to cultivate oil palm trees and other crops

Financial

- Access to capital for investments in future success
- **RM16.7** billion of assets
- **RM9.3** billion of shareholders' equity

Manufactured

- **15** mills
- **2** refineries
- **4** oleochemical plants/complexes
- **1** biotech centre
- **4** Research and Development ("R&D") centres

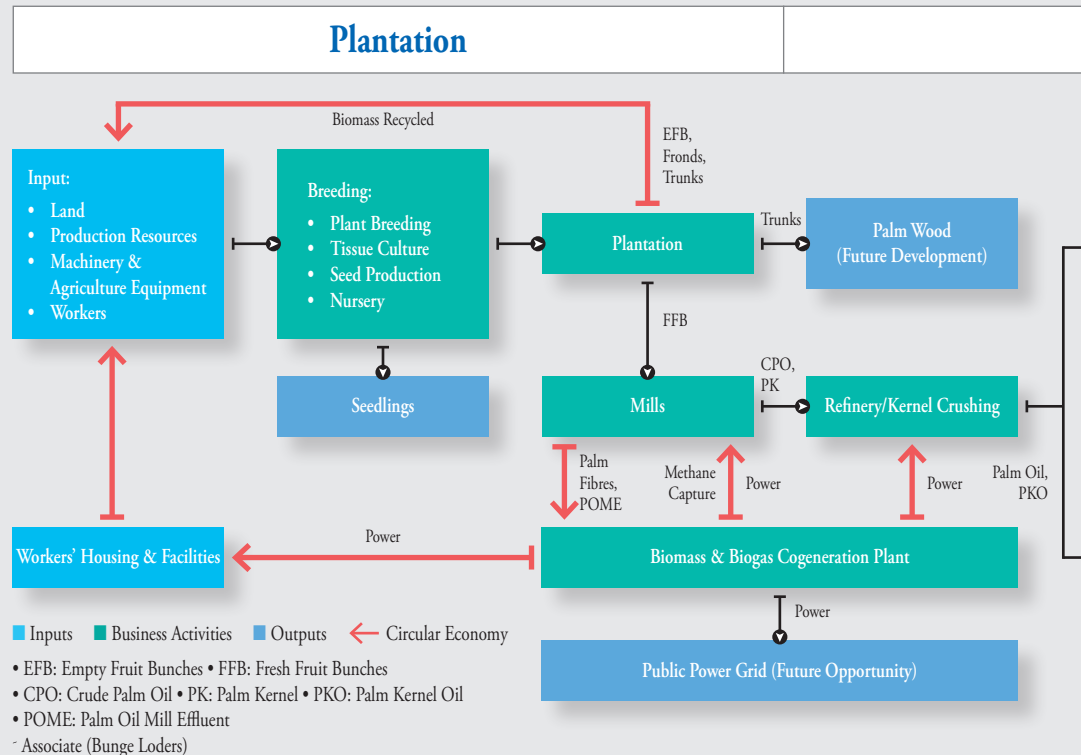
Social & Relationship

- Strong long-term relationships with shareholders, customers, suppliers, bankers, non-governmental organisations ("NGOs"), regulators and communities to create shared value

Intellectual

- R&D capabilities and intellectual property
- Brand and reputation
- Best agronomy practice and estate management practices

Business Activities: IOI Value Chain, Key



Strategy

3 Enablers

- **Human Capital Development & Culture:** Empowering Our People
- **Sustainability:** Developing Responsible Global Palm Oil Supply Chain
- **Technology & Digitalisation:** Strengthening R&D and Innovation Culture

5 Strategic Priorities



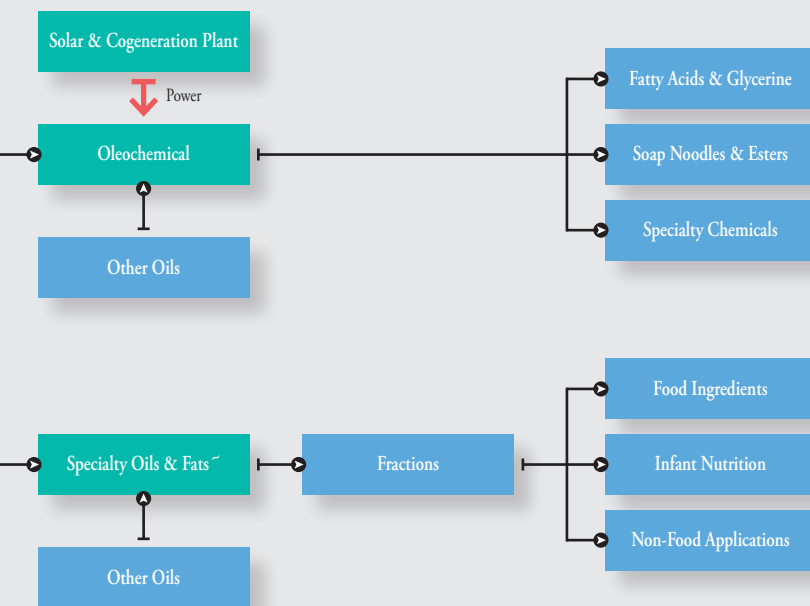
Refer to pages 38-46 of our full Annual Report for detailed review.

In alignment with our three pillars of sustainability together with the six adopted relevant United Nations Sustainable Development Goals

sustainable Malaysian business global presence.

Products & Services

Resource-Based Manufacturing

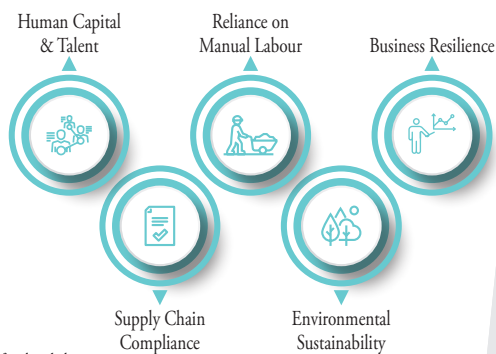


Risks & Opportunities

External Environment

- Volatility in Demand & Commodity Price
- Responsible & Sustainable Agricultural Practices
- Demand for Renewable & Sustainable Products
- Product Regulatory Requirements
- Growing Customer Interest in Ethical Labour Practices

Risks



Refer to pages 24-31 of our full Annual Report for detailed review.

Capital Outputs & UN SDGs' Impacts



Human

- Training and upskilling opportunities to develop employees
- Fair and decent wage
- Healthy and safe workforce



Natural

- Sustainable palm oil practices support climate action and maintain ecosystem health
- **14** mills: RSPO and MSPO-certified
- No deforestation and protection of High Carbon Stock Forests and High Conservation Value Areas



Financial

- Sustainable and profitable growth
- Green and responsible investment
- Better economies of scale for vendors



Manufactured

- State-of-the-art, certified and accredited manufacturing facilities
- Significant operational efficiencies and synergies



Social & Relationship

- Quality products at competitive cost for customers to support quality of life and provide nutrition
- Improve livelihoods and uphold land rights of local communities
- Create economies of scale for suppliers



Intellectual

- High-yielding germplasm
- Developed over **30** formulations for personal care and cosmetic applications
- Filed **14** patents for pharmaceutical applications
- ONE IOI Integrated Platform



• RSPO: Roundtable on Sustainable Palm Oil • MSPO: Malaysian Sustainable Palm Oil

ility (People, Planet, Prosperity) + Partnership,
ons Sustainable Development Goals ("UN SDGs").

Corporate Information

BOARD OF DIRECTORS

Tan Sri Peter Chin Fah Kui
Independent Non-Executive Chairman

Dato' Lee Yeow Chor
Group Managing Director and Chief Executive

Lee Yeow Seng
Non-Independent Non-Executive Director

Tan Sri Dr Rahamat Bivi binti Yusoff
Independent Non-Executive Director

**Datuk Karownikaran @
Karunakaran a/l Ramasamy**
Independent Non-Executive Director

Cheah Tek Kuang
Independent Non-Executive Director

AUDIT AND RISK MANAGEMENT COMMITTEE

**Datuk Karownikaran @
Karunakaran a/l Ramasamy***
Chairman

Tan Sri Dr Rahamat Bivi binti Yusoff*

Cheah Tek Kuang*

GOVERNANCE, NOMINATING AND REMUNERATION COMMITTEE

Tan Sri Peter Chin Fah Kui*
Chairman

**Datuk Karownikaran @
Karunakaran a/l Ramasamy***

Cheah Tek Kuang*

EXECUTIVE SHARE OPTION SCHEME COMMITTEE

Tan Sri Peter Chin Fah Kui*
Chairman

Dato' Lee Yeow Chor

Lee Yeow Seng^

* Independent Non-Executive Director
^ Non-Independent Non-Executive Director

COMPANY SECRETARY

Tan Choong Khiang
(SSM PC No. 201908000048)
(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

SHARE 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 Share Registrars Sdn Bhd
11th Floor, Menara Symphony
No. 5, Jalan Prof. Khoo Kay Kim
Seksyen 13
46200 Petaling Jaya
Selangor Darul Ehsan
Tel +60 3 7890 4700
Fax +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

Letter to Shareholders

Dear Valued Shareholders of **IOI CORPORATION BERHAD**,

It is our pleasure to invite you to the Fifty-First Annual General Meeting (“51st AGM”) of IOI Corporation Berhad (the “Company”), which will be conducted virtually as follows:

Date	: Friday, 30 October 2020
Time	: 10:00 am
Broadcast Venue	: Millennium Ballroom 1 (Level 1), Le Méridien Putrajaya, Lebuhraya IRC IOI Resort City, 62502 Putrajaya, Malaysia
Meeting Platform	: https://web.lumiagm.com or the Lumi AGM app
Mode of Communication	: (1) Typed text in the Meeting Platform (2) Email questions to ioicosec@ioigroup.com prior to the 51st AGM

Please follow the procedures provided in the Administrative Guide for the 51st AGM in order to register, participate, speak (in the form of real time submission of typed texts) and vote remotely at our virtual 51st AGM.

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

- Notice of the 51st AGM;
- Administrative Guide;
- Proxy Form; and
- Request Form.

In line with our commitment to promote environmental sustainability and efficiencies, the following documents of the Company can be viewed and downloaded from our corporate website at https://www.ioigroup.com/Content/IR/IR_Reports or the QR Code provided below:

- Annual Report 2020;
- Financial Report 2020;
- Sustainability Report 2020;
- Circular to Shareholders dated 1 October 2020; and
- Corporate Governance Report 2020.



<<< Scan here

You may request for copies of the printed reports (items 1, 2, 3 and 4 above) by completing and submitting the Request Form provided to you. We will forward the printed copy to you within four (4) market days from the date of receipt of your request.

Despite the Recovery Movement Control Order, we look forward to connecting with you on the Remote Participation and Electronic Voting facilities on the day of our 51st AGM. We thank you for your continued support to the Company.

Yours faithfully

Dato' Lee Yeow Chor

Group Managing Director and Chief Executive
1 October 2020

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN THAT the Fifty-First Annual General Meeting (“**51st AGM**”) of the Company will be conducted virtually through live streaming from the broadcast venue at Millennium Ballroom 1 (Level 1), Le Méridien Putrajaya, Lebuhr IRC, IOI Resort City, 62502 Putrajaya, Malaysia on Friday, 30 October 2020 at 10:00 am for the following purposes:

AGENDA

- 1 To receive the Audited Financial Statements for the financial year ended 30 June 2020 and the Reports of the Directors and Auditors thereon.
- 2 To re-elect the following Directors retiring by rotation pursuant to Article 91 of the Company’s Constitution:
 - (i) Tan Sri Dr Rahamat Bivi binti Yusoff **Resolution 1**
 - (ii) Dato’ Lee Yeow Chor **Resolution 2**
- 3 To approve the payment of Directors’ fees (inclusive of Board Committees’ fees) of RM1,085,000 for the financial year ending 30 June 2021 payable quarterly in arrears after each month of completed service of the Directors during the financial year. **Resolution 3**
- 4 To approve the payment of Directors’ benefits (other than Directors’ fees) of up to RM280,000 for the period from 30 October 2020 until the next Annual General Meeting. **Resolution 4**
- 5 To re-appoint BDO PLT, the retiring Auditors for the financial year ending 30 June 2021 and to authorise the Audit and Risk Management Committee to fix their remuneration. **Resolution 5**
- 6 As special business, to consider and if thought fit, to pass the following Ordinary Resolutions:
 - 6.1 Continuation in Office as Independent Non-Executive Directors**

“THAT authority be and is hereby given to Datuk Karownikaran @ Karunakaran a/l Ramasamy, who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, 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 6**

“THAT authority be and is hereby given to Cheah Tek Kuang, who will be attaining a cumulative term of nine (9) years on 22 August 2021 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**
 - 6.2 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 five percent (5%) of the total number of issued shares of the Company for the time being 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**

6.3 Proposed Renewal of Existing Share Buy-Back Authority

“THAT subject to compliance with applicable laws, regulations and the approval of all relevant authorities, approval be and is hereby given to the Company to utilise up to the aggregate of the Company’s latest audited retained earnings, to purchase, from time to time during the validity of the approval and authority under this resolution, such number of ordinary shares in the Company as may be determined by the Directors of the Company from time to time through Bursa Malaysia Securities Berhad (“**Bursa Securities**”) upon such terms and conditions as the Directors may deem fit and expedient in the interest of the Company provided that the aggregate number of shares to be purchased and/or held by the Company pursuant to this resolution does not exceed ten percent (10%) of the total number of issued shares of the Company at the time of purchase (“**Proposed Purchase**”);

THAT at the discretion of the Directors of the Company, the shares of the Company to be purchased are to be cancelled and/or retained as treasury shares which may be distributed as dividends and/or resold on Bursa Securities and/or be dealt with by the Directors in the manners allowed by the Companies Act 2016;

THAT the Directors of the Company be and are hereby empowered generally to do all acts and things to give effect to the Proposed Purchase with full powers to assent to any condition, modification, revaluation, variation and/or amendment (if any) as may be imposed by the relevant authorities and/or do all such acts and things as the Directors may deem fit and expedient in the best interest of the Company;

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

6.4 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 1 October 2020 (“**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 the 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 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 To transact any other business of which due notice shall have been given.

By Order of the Board,

Tan Choong Khiong

Secretary

(SSM PC No. 201908000048)

(MAICSA 7018448)

Putrajaya

1 October 2020

Notes:

A. Remote Participation and Electronic Voting

- 1 As a precautionary measure in light of the COVID-19 pandemic, the Board of Directors ("**Board**") of the Company has decided that the 51st AGM of the Company will be held virtually through live streaming and online remote voting using Lumi AGM facilities. With Lumi AGM facilities, shareholders may exercise their rights as a member to participate (including to pose questions to the Board and/or Management of the Company) and vote at the 51st AGM, safely from their home. **Please refer to the Administrative Guide for the detailed steps on remote participation and electronic voting.**

The main and only venue for the 51st AGM is the broadcast venue which is strictly for the purpose of complying with Section 327(2) of the Companies Act 2016 that requires the Chairman of the meeting to be at the main venue. **No Shareholder(s)/Proxy(ies)/Corporate Representative(s) from the public should be physically present at the broadcast venue on the day of the 51st AGM.**

- 2 For all the above resolutions which are proposed as ordinary resolutions, more than half the votes cast must be in favour of the resolutions. Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("**Bursa Securities**"), all resolutions will be put to vote by way of a poll.
- 3 Only shareholders whose names appear in the Record of Depositors and Register of Members as at **22 October 2020** shall be eligible to participate and vote at the 51st AGM or appoint proxy to participate and vote on his or her behalf.

B. Appointment of Proxy

- 1 A shareholder may appoint any person to be his or her proxy and there shall be no restriction as to the qualification of the proxy.
- 2 If an instrument appointing a proxy is submitted in hard copy, it must be in writing under the hand of the appointor or of his or her attorney duly authorised in writing or, if the appointor is a corporation, either under seal or under the hand of two (2) authorised officers, one (1) of whom shall be a director, or of its attorney duly authorised in writing.
- 3 A shareholder of the Company (including an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991 and Exempt Authorised Nominees who hold ordinary shares in the Company for multiple beneficial owners in one (1) securities account ("**Omnibus Account**")) may appoint more than one (1) proxy, provided that the shareholder specifies the proportion of his or her shareholdings to be represented by each proxy. When two (2) or more valid but differing appointments of proxy are delivered or received for the same share for use at the same meeting, the one which is last validly delivered or received (regardless of its date or the date of its execution) shall be treated as replacing and revoking the other or others as regards that share. If the Company is unable to determine which appointment was last validly delivered or received, none of them shall be treated as valid in respect of that share.

4 An instrument appointing a proxy may specify the manner in which the proxy is to vote in respect of a particular resolution and, where an instrument of proxy so provides, the proxy is not entitled to vote on the resolution except as specified in the instrument.

5 The proxy form may be made in hard copy or by electronic means, not less than forty-eight (48) hours before the time for holding the 51st AGM or any adjournment thereof, as follows:

(i) **In hard copy form**

The proxy form must be deposited at **Boardroom Share Registrars Sdn Bhd, 11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan.**

(ii) **By electronic means**

The proxy form can also be lodged electronically through Boardroom Smart Investor Online Portal at www.boardroomlimited.my by logging in and selecting “E-PROXY LODGEMENT” or email to bsr.helpdesk@boardroomlimited.com. Please follow the procedures provided in the Administrative Guide for the 51st AGM in order to deposit the proxy form electronically.

6 Any corporation which is a shareholder can appoint one (1) or more corporate representatives who may exercise on its behalf all of its power as a shareholder in accordance with the Companies Act 2016 (the “Act”).

C. Explanatory Notes to the Agenda

To help make things clearer, we have explained each resolution here. The Directors consider all the resolutions to be in the best interests of the Company and our shareholders as a whole. They unanimously recommend that shareholders vote in favour of them.

1. To receive Audited Financial Statements for the financial year ended 30 June 2020

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

The Chairman will give shareholders an opportunity to ask questions about, and make comments on the financial statements and reports and IOI Group's performance in accordance with the mode of communication as provided in the Administrative Guide.

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

2. Re-election of Directors

Tan Sri Dr Rahamat Bivi binti Yusoff and Dato' Lee Yeow Chor, who retire in accordance with Article 91 of the Company's Constitution, are standing for re-election as Directors of the Company and being eligible, have offered themselves for re-election at the 51st AGM.

The Company's Constitution states that at each AGM of the Company, one-third (1/3) of the Directors or if their number is not three (3) or a multiple of three (3), then the number nearest to one-third (1/3) must retire from office, provided always that all Directors shall retire from office once at least in each three (3) years, but shall be eligible for re-election and it further states that a Director appointed by the Board to fill a casual vacancy or as an additional Director, shall hold office until the conclusion of the next AGM of the Company and shall be eligible for re-election.

Each of the Directors standing for re-election has undergone a performance evaluation and has demonstrated that he or she remains committed to the role and continues to be an effective and valuable member of the Board. 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 74 to 79 of the Annual Report 2020.

3. Directors' fees and benefits payable

The Governance, Nominating and Remuneration Committee (“GNRC”) and the Board have reviewed the Directors' fees after taking into account fee levels and trends for similar positions in the market and time commitment required from the Directors. The payment of Directors' fees (inclusive of Board Committees' fees) for the financial year ending 30 June 2021 shall be payable quarterly in arrears after each month of completed service of the Directors during the financial year.

The Directors' benefits (other than Directors' fees and Board Committees' fees) comprise attendance allowances, insurance coverage and golf privilege benefit to Independent Non-Executive Directors. In determining the estimated total amount of Directors' benefits, the Board has considered various factors, among others, the estimated number of meetings for the Board and its Committees, estimated proportionate paid and payable insurance premium and the estimated usage of golf facilities based on the limits provided by the Company during the relevant period.

4. Re-appointment of Auditors

The Company's external Auditors, BDO PLT must offer themselves for re-appointment at each AGM at which Audited Financial Statements are presented. The performance and effectiveness of BDO PLT have been evaluated by the Audit and Risk Management Committee (“ARMC”), which included an assessment of BDO PLT's independence and objectivity. The ARMC having satisfied with the performance, suitability and independence of BDO PLT, had 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 participating at the 51st AGM.

5. Continuation in Office as Independent Non-Executive Directors

Ordinary Resolutions 6 and 7 are to seek approval from the shareholders for Datuk Karunakaran @ Karunakaran a/l Ramasamy (“**Datuk Karunakaran**”) and Mr Cheah Tek Kuang (“**Mr Cheah**”) to continue in office as Independent Non-Executive Directors (“**INED**”) of the Company.

Datuk Karunakaran was appointed to the Board on 17 January 2011 as an INED and therefore has served for a cumulative term of more than nine (9) years and shareholders' approval had been sought at the last AGM to allow Datuk Karunakaran to continue in office until the conclusion of the 51st AGM. Whereas, Mr Cheah who was appointed as an INED on 22 August 2012 will attain a cumulative term of nine (9) years on 22 August 2021.

Notice of Annual General Meeting

The GNRC had on 15 September 2020 assessed the independence of all INEDs including Datuk Karunakaran and Mr Cheah. The Board recommended that the approval of the shareholders be sought to retain both Datuk Karunakaran and Mr Cheah as INEDs as they possess the following attributes necessary in discharging their roles and functions as INEDs of the Company:

- (a) They have met the criteria under the definition of Independent Director pursuant to Chapter 1 of the Main Market Listing Requirements of Bursa Securities;
- (b) They have vast experience in different sector of industries and as such could provide the Board with a diverse set of experience, expertise and independent judgement;
- (c) They possess detailed knowledge of the Company's business operations, the challenges faced by the Company, the environment in which it operates and the Company's corporate history. The Board benefits from their experience, who have, over time, gained valuable insights into the Company, its market and the industry;
- (d) They consistently challenge the management in an effective and constructive manner;
- (e) They actively express their views and participate in Board deliberations and decision making in an objective manner; and
- (f) Their length of service on the Board do not in any way interfere with their fiduciary duties in exercising due care in the best interest of the Company and minority shareholders.

6. 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 50th AGM of the Company held on 25 October 2019, and will lapse at the conclusion of the 51st AGM to be held on 30 October 2020.

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), acquisition(s) and for strategic reasons or such other purposes as the Directors consider would be in the best interest of the Company. 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 **five percent (5%)** of the total number of issued shares 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 50th 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.

7. Proposed Renewal of Existing Share Buy-Back Authority

Ordinary Resolution 9 is to seek a renewal of the authority granted at the 50th AGM of the Company held on 25 October 2019, which will lapse at the conclusion of the 51st AGM to be held on 30 October 2020. The resolution authorises the Company to make market purchases of its own ordinary shares as permitted by the Act.

The Board seeks authority to purchase up to ten percent (10%) of the Company's total number of issued shares, should market conditions and price justify such action.

The Directors only intend to use this authority to make such purchases if to do so could be expected to lead to an increase in net asset value per share for the remaining shareholders and would be in the best interests of the Company generally, having due regard to appropriate gearing levels, alternative investment opportunities and the overall financial position of the Company.

Any purchases of ordinary shares would be by means of market purchases through Bursa Securities. Any shares purchased under this authority may either be cancelled or held as treasury shares by the Company. Treasury shares may subsequently be cancelled or resold for cash or distributed as dividends or be dealt with by the Directors in the manners allowed by the Act. The Company had bought back 18,220,000 ordinary shares at an average price of RM3.74 per ordinary share during the financial year ended 30 June 2020, all of which are currently being held as treasury shares.

Please refer to the explanatory information in the Share Buy-Back Statement dated 1 October 2020.

8. Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions ("RRPT") 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 for RRPT granted by the shareholders of the Company at the 50th AGM held on 25 October 2019. The Proposed Shareholders' Mandate will enable the Company and its subsidiaries to enter into any of the RRPT 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 AGM of the Company.

The details of the proposal are set out in Part B of the Circular to Shareholders dated 1 October 2020.

PERSONAL DATA PRIVACY:

By registering for the remote participation and electronic voting meeting and/or submitting an instrument appointing a proxy(ies) and/or representative(s) to participate and vote at the 51st AGM and/or any adjournment thereof, a shareholder of the Company (i) consents to the collection, use and disclosure of the shareholder's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the 51st AGM (including any adjournment thereof), and the preparation and compilation of the attendance lists and other documents relating to the 51st AGM (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing requirements, regulations and/or guidelines (collectively, the "Purposes"), (ii) warrants that where the shareholder discloses the personal data of the shareholder's proxy(ies) and/or representative(s) to the Company (or its agents), the shareholder has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the shareholder will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the shareholder's breach of warranty.

Administrative Guide

for the 51st AGM of IOI Corporation Berhad

Date	: Friday, 30 October 2020
Time	: 10:00 am
Broadcast Venue	: Millennium Ballroom 1 (Level 1), Le Méridien Putrajaya, Lebuhraya IRC IOI Resort City, 62502 Putrajaya, Malaysia
Meeting Platform	: https://web.lumiagm.com or the Lumi AGM app
Mode of Communication	: (1) Typed text in the Meeting Platform (2) Email questions to ioicosec@ioigroup.com prior to the 51st AGM

1. MODE OF MEETING

As a precautionary measure in light of the COVID-19 pandemic, the Board of the Company has decided that the 51st AGM of the Company will be held virtually through live streaming and online remote voting using Lumi AGM facilities. With Lumi AGM facilities, shareholders may exercise their rights as a member to participate (including to pose questions to our Board and/or Management of the Company) and vote at the 51st AGM, safely from their home.

The main and only venue for the 51st AGM is the broadcast venue which is strictly for the purpose of complying with Section 327(2) of the Companies Act 2016 that requires the Chairman of the meeting to be at the main venue. Members of the Board and Management will be present at the broadcast venue for the conduct of the 51st AGM proceedings and to answer questions posed by the shareholders. However, shareholders will not be admitted to the broadcast venue as this is solely meant to facilitate the conduct of the virtual AGM, which will be live-streamed.

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

2. GIFT POLICY

No gift/voucher will be given to shareholders/proxies who participate in the 51st AGM.

3. SHAREHOLDERS ENTITLED TO PARTICIPATE AND VOTE

Only shareholders whose names appear in the Record of Depositors and Register of Members as at **22 October 2020** shall be eligible to participate and vote at the 51st AGM or appoint proxy to participate and vote on his or her behalf.

4. LODGEMENT OF PROXY FORM

If you are unable to attend the 51st AGM via Lumi AGM facilities, you are encouraged to appoint a proxy or the Chairman of the meeting as your proxy and indicate the voting instructions in the proxy form in accordance with the notes and instructions printed therein.

Please ensure that the original proxy form is deposited at the office of our Administration and Polling Agent, Boardroom Share Registrars Sdn Bhd ("**Boardroom**") at 11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, not less than forty-eight (48) hours before the time appointed for holding the meeting, i.e. latest by **Wednesday, 28 October 2020 at 10:00 am**.

Administrative Guide for the 51st AGM of IOI Corporation Berhad

Alternatively, the proxy form may be lodged electronically through Boardroom Smart Investor Online Portal at www.boardroomlimited.my, which is free and available to all individual shareholders, not less than forty-eight (48) hours before the time appointed for holding the meeting, i.e. latest by **Wednesday, 28 October 2020 at 10:00 am**, in accordance with the steps below:

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

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

- (a) Access Boardroom's website at <https://boardroomlimited.my>.
- (b) Click <<Login>> and click <<Register>> to sign up as a user. Registration is free.
- (c) Complete registration and upload a softcopy of your MyKad/Identification Card (front and back) or your Passport.
- (d) Please enter a valid email address and wait for Boardroom's email verification.
- (e) Your registration will be verified and approved within one (1) business day and an email notification will be provided. If you are unable to register before **Wednesday, 28 October 2020**, please contact Boardroom for assistance.

Step 2 – eProxy Lodgement

- (a) Login to <https://boardroomlimited.my> using your user ID (i.e. email address) and password.
- (b) Go to "E-PROXY LODGEMENT" and browse the Meeting List for "IOI CORPORATION BERHAD 51ST VIRTUAL AGM" and click "APPLY".
- (c) Read the terms & conditions and confirm Declaration.
- (d) Enter the CDS account number and the total number of securities held.
- (e) Select your proxy – either the Chairman of the meeting or individual named proxy(ies) and enter the required particulars of your proxy(ies).
- (f) Indicate your voting instructions – FOR or AGAINST, otherwise your proxy(ies) will decide your vote.
- (g) Review and confirm your proxy(ies) appointment.
- (h) Click submit.
- (i) Download or print the eProxy form acknowledgement.

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

If you have submitted your proxy form prior to the meeting and subsequently decide to participate in the meeting yourself, please write in to bsr.helpdesk@boardroomlimited.com to revoke the appointment of your proxy(ies) at least forty-eight (48) hours before the 51st AGM. On revocation, your proxy(ies) would not be allowed to participate in the meeting. In such event, you should advise your proxy(ies) accordingly.

5. CORPORATE SHAREHOLDERS

Corporate shareholders who require their corporate representative to participate and vote at the AGM must deposit their certificate of appointment of corporate representative to Boardroom not later than 10:00 am on 28 October 2020.

6. VOTING PROCEDURE

Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all ordinary resolutions set out in the Notice of the 51st AGM will be put to vote by way of poll.

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

For the purpose of this 51st AGM, e-Voting will be carried out using personal smart mobile phones, tablets, personal computers or laptops. The Scrutineers will verify the poll result reports upon closing of the poll session by the Chairman. Thereafter, the Chairman will announce and declare whether the resolutions put to vote were successfully carried or not.




7. REMOTE PARTICIPATION AND ELECTRONIC VOTING ("RPEV")

All shareholders including (i) individual shareholders; (ii) corporate shareholders; (iii) authorised nominees; and (iv) exempt authorised nominees shall use the RPEV facilities to participate and vote remotely at the 51st AGM. You will be able to view a live webcast of the meeting, ask questions and submit your votes in real time whilst the meeting is in progress.

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

Procedure		Action
Prior to AGM Date		
1.	Register Online with Boardroom Smart Investor Portal <i>(for first time registration only)</i>	<p><i>(Note: If you have already signed up with Boardroom Smart Investor Portal, you are not required to register. You may proceed to Step 2)</i></p> <ol style="list-style-type: none"> Access Boardroom's website at https://boardroomlimited.my. Click <<Login>> and click <<Register>> to sign up as a user. Complete registration and upload softcopy of your MyKad/Identification Card (front and back) or your Passport. Please enter a valid email address and wait for Boardroom's email verification. Your registration will be verified and approved within one (1) business day and an email notification will be provided. If you are unable to register before Wednesday, 28 October 2020, please contact Boardroom for assistance.
2.	Submit request for Remote Participation User ID and Password	<p><i>(Note: Registration for RPEV will open from 1 October 2020 until 10:00 am on 28 October 2020. You are required to register to ascertain your eligibility to participate the 51st AGM by using RPEV)</i></p> <p>Individual Members</p> <ol style="list-style-type: none"> Log in to https://boardroomlimited.my using your user ID and password. Select "VIRTUAL MEETING" from main menu and select IOI CORPORATION BERHAD VIRTUAL 51ST AGM. Read and agree to the terms & conditions. Enter your CDS account number and thereafter submit your request. <p>Corporate Shareholders, Authorised Nominee and Exempt Authorised Nominee</p> <ol style="list-style-type: none"> Write in to bsr.helpdesk@boardroomlimited.com by providing the name of shareholder, CDS account number accompanied with the Certificate of Appointment of Corporate Representative or proxy form (as the case may be) to submit the request. Please provide a copy of corporate representative's or proxy holder's MyKad/Identification Card (front and back) or Passport as well as his/her email address.
3.	Email Notification	<ol style="list-style-type: none"> You will receive notification from Boardroom that your request has been received and is being verified. Upon system verification against the Record of Depositors as at 22 October 2020, you will receive an email from Boardroom either approving or rejecting your registration for remote participation. If your registration is approved, you will also receive your remote access user ID and password in the same email from Boardroom. Please note that one (1) user ID and password can only log on to one (1) device at a time.
On the day of the AGM		
4.	Login to Virtual Meeting Platform	<p>The Virtual Meeting Platform will be open for login starting from 9:00 am on 30 October 2020, which can be accessed via one (1) of the following:</p> <ul style="list-style-type: none"> Download the free Lumi AGM application from Apple App Store or Google Play Store; or Launch Lumi AGM by scanning the QR Code provided in the email notification received after successful registration; or Access to Lumi AGM web portal via website url https://web.lumiagm.com/. <p>Enter the Meeting ID No. and sign in with the user ID and password provided to you via the email notification in Step 3.</p>

Administrative Guide for the 51st AGM of IOI Corporation Berhad

On the day of the AGM (continued)		
5.	Participation	<p><i>(Note: Questions submitted online will be moderated before being sent to the Chairman to avoid repetition)</i></p> <p>(a) If you would like to view the live webcast, select the broadcast icon .</p> <p>(b) If you would like to ask a question during the 51st AGM, select the messaging icon .</p> <p>(c) Type your message within the chat box and click the send button once completed.</p> <p>Please note that the quality of the connectivity to the Meeting Platform for live webcast, as well as for remote voting is highly dependent on the bandwidth and stability of the internet connection available at the location of the remote users. Kindly ensure that you are connected to the internet at all times in order to participate and vote when the virtual 51st AGM has commenced. Therefore, it is your responsibility to ensure that connectivity for the duration of the meeting is maintained.</p>
6.	Voting	<p>(a) Once the meeting is open for voting, the polling icon  will appear with the resolutions and your voting choices.</p> <p>(b) To vote, simply select your voting direction from the options provided. A confirmation message will appear to show your vote has been received.</p> <p>(c) To change your vote, simply select another voting direction.</p> <p>(d) If you wish to cancel your vote, please press “Cancel”.</p>
7.	End of Participation	<p>(a) Upon the announcement by the Chairman on the closure of the 51st AGM, the live webcast will end and the messaging window will be disabled.</p> <p>(b) You can now logout from the Virtual Meeting Platform.</p>

8. NO RECORDING OR PHOTOGRAPHY

No recording or photography of the live streaming of the 51st AGM proceedings is allowed without the prior written permission of the Company.

9. SUBMISSION OF QUESTIONS

We welcome questions and views from shareholders on the 51st AGM resolutions and Annual Report 2020 to be raised at the 51st AGM. You may submit questions via the query box facility on Lumi Meeting Platform at <https://web.lumiagm.com/> one (1) hour before and during the virtual AGM session.

You may also email your question(s) to ioicosec@ioigroup.com not later than 10:00 am on Wednesday, 28 October 2020. We will endeavour to provide responses to the queries during the virtual 51st AGM session. However, if not all answers could be provided during the meeting, the responses will be provided in the Company's website.

10. ENQUIRY

If you have any enquiries prior to the 51st AGM or wish to request for assistance relating to the electronic lodgement of proxy form or the participation in the virtual AGM, please contact Boardroom during office hours (8:30 am to 5:30 pm) on Monday to Friday, details as follow:

Boardroom Share Registrars Sdn. Bhd.

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

For enquiries on the administrative details of the 51st AGM, please contact the following persons during office hours (9:00 am to 5:30 pm) on Monday to Friday:

- Ms Chung Zi Yu (+603 8947 6610)
- Ms Jynn Low (+603 8947 8901)
- Ms Alisson Ng (+603 8947 8906)

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

Proxy Form



IOI GROUP

I/We _____
(full name in block letters)

NRIC/Passport/Company No. _____ Mobile Phone No. _____

of _____
(full address)

being a member(s) of **IOI Corporation Berhad**, hereby appoint:-

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

and/or (delete as appropriate)

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

or failing him/her, the Chairman of the Meeting as my/our proxy/proxies to vote for me/us on my/our behalf at the **Fifty-First Annual General Meeting ("51st AGM")** of the Company which will be **conducted virtually through live streaming from the broadcast venue at Millennium Ballroom 1 (Level 1), Le Méridien Putrajaya, Lebuhr IRC, IOI Resort City, 62502 Putrajaya, Malaysia** on **Friday, 30 October 2020 at 10:00 am** or any adjournment thereof.

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/she/they may think fit)

No.	Resolutions	First Proxy		Second Proxy	
		For	Against	For	Against
1.	To re-elect Tan Sri Dr Rahamat Bivi binti Yusoff as a Director				
2.	To re-elect Dato' Lee Yeow Chor as a Director				
3.	To approve Directors' fees for the financial year ending 30 June 2021 payable quarterly in arrears				
4.	To approve the payment of Directors' benefits for the period from 30 October 2020 until the next AGM				
5.	To re-appoint BDO PLT as Auditors and to authorise the Audit and Risk Management Committee to fix their remuneration				
6.	To approve Datuk Karunakaran @ Karunakaran a/l Ramasamy to continue in office as an Independent Non-Executive Director				
7.	To approve Cheah Tek Kuang to continue in office as an Independent Non-Executive Director				
8.	To authorise the Directors to allot and issue shares pursuant to Section 76 of the Companies Act 2016				
9.	To approve the proposed renewal of existing share buy-back authority				
10.	To approve the proposed renewal of shareholders' mandate for recurrent related party transactions				

Dated this _____ day of _____ 2020

* Delete if inapplicable.

No. of Shares Held	
CDS A/C No.	

Signature of Shareholder/Common Seal

Notes:

- 1 Only shareholders whose names appear in the Record of Depositors and Register of Members as at **22 October 2020** shall be eligible to participate and vote at the 51st AGM or appoint proxy to participate and vote on his or her behalf.
- 2 A shareholder may appoint any person to be his or her proxy and there shall be no restriction as to the qualification of the proxy.
- 3 If an instrument appointing a proxy is submitted in hard copy, it must be in writing under the hand of the appointor or of his or her attorney duly authorised in writing or, if the appointor is a corporation, either under seal or under the hand of two (2) authorised officers, one (1) of whom shall be a director, or of its attorney duly authorised in writing.
- 4 A shareholder of the Company (including an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991 and Exempt Authorised Nominees who hold ordinary shares in the Company for multiple beneficial owners in one (1) securities account ("Omnibus Account")) may appoint more than one (1) proxy, provided that the shareholder specifies the proportion of his or her shareholdings to be represented by each proxy. When two (2) or more valid but differing appointments of proxy are delivered or received for the same share for use at the same meeting, the one which is last validly delivered or received (regardless of its date or the date of its execution) shall be treated as replacing and revoking the other or others as regards that share. If the Company is unable to determine which appointment was last validly delivered or received, none of them shall be treated as valid in respect of that share.
- 5 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.
- 6 The proxy form may be made in hard copy or by electronic means, not less than forty-eight (48) hours before the time for holding the 51st AGM or any adjournment thereof, as follows:

(i) In hard copy form

The proxy form must be deposited at **Boardroom Share Registrars Sdn Bhd, 11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan.**

(ii) By electronic means

The proxy form can also be lodged electronically through Boardroom Smart Investor Online Portal at www.boardroomlimited.my by logging in and selecting "**E-PROXY LODGEMENT**" or email to bsr.helpdesk@boardroomlimited.com. Please follow the procedures provided in the Administrative Guide for the 51st AGM in order to deposit the proxy form electronically.

- 7 Any corporation which is a shareholder can appoint one (1) or more corporate representatives who may exercise on its behalf all of its power as a shareholder in accordance with the Companies Act 2016.

Personal Data Privacy

By registering for the remote participation and electronic voting meeting and/or submitting an instrument appointing a proxy(ies) and/or representative(s) to participate and vote at the 51st AGM and/or any adjournment thereof, a shareholder of the Company (i) consents to the collection, use and disclosure of the shareholder's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the 51st AGM (including any adjournment thereof), and the preparation and compilation of the attendance lists and other documents relating to the 51st AGM (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing requirements, regulations and/or guidelines (collectively, the "Purposes"), (ii) warrants that where the shareholder discloses the personal data of the shareholder's proxy(ies) and/or representative(s) to the Company (or its agents), the shareholder has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the shareholder will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the shareholder's breach of warranty.

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STAMP

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

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

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3rd fold here

Request Form



IOI GROUP

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

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

Annual Report 2020

☐

Financial Report 2020

☐

Sustainability Report 2020

☐

Circular to Shareholders dated 1 October 2020

☐

PARTICULARS OF SHAREHOLDER

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

NRIC/Passport/Company No : _____

CDS Account No : _____

Address : _____

Hand Phone/Telephone No : _____

Date : _____

Signature : _____

PERSONAL DATA PRIVACY

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

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The Company Secretary
IOI CORPORATION BERHAD
Level 29, IOI City Tower 2
Lebuh IRC, IOI Resort City
62502 Putrajaya
Wilayah Persekutuan (Putrajaya)



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POISED & FUTURE-READY

Poised & Future-Ready, IOI is resolute and committed to reach further heights as a global integrated palm oil player. This year's cover depicts our future-ready focus through unfurling wings that depict the Group's steady progression anchored by global aspirations at the core.

IOI's palm oil supply chain extends across the top horizon through icons that depict upstream to downstream business activities.

The Group's long-term business strategies ensure resilience, growth and a sustainable future through continued improvements in Research & Development ("R&D"), Plantation, Refinery, Oleochemical and Renewable Energy.

Corporate blue tones are used to reflect synergy unleashed across all business operations.

Together the left and right wings represent the pairing of this Annual Report with a corresponding Sustainability Report, forming our Integrated Report for the year.



IOI CORPORATION BERHAD

196901000607 (9027-W)

IOI City Tower 2, Lebuhr IRC, IOI Resort City,
62502 Putrajaya, Malaysia

www.ioigroup.com