

# CORPORATE GOVERNANCE OVERVIEW STATEMENT

This Corporate Governance Overview Statement (the "Statement") provides insights into the corporate governance practices of IOI Group (the "Group") under the stewardship of the Board of Directors (the "Board") of IOI Corporation Berhad. This Statement outlines the principles and key features of the Group's corporate governance framework, with a focus on the Board's priorities and areas of emphasis for the financial year ended 30 June 2025 ("FY2025").

The Group's governance framework reflects more than an abstract interest in governance or mere compliance obligation – it embodies a shared responsibility between the Board and the senior management. In line with this philosophy, concerted efforts have been made to strengthen governance structures and processes across the Group, ensuring a unified approach to upholding high governance standards.

The Group's sustained performance and strong track record over the years affirm our belief that sound corporate governance is the key to long-term success and value creation for shareholders and other stakeholders. Our governance principles are grounded in Vision IOI, with the aim to achieve responsible and balanced commercial success by addressing the interests of all stakeholders. Our employees are guided by the IOI Core Values in conducting and managing the business and affairs of the Group.

In response to evolving governance best practices, global developments, technological advancements, and shifting stakeholder expectations, we remain committed to continuously assessing and refining our governance practices in line with the needs of the Group.

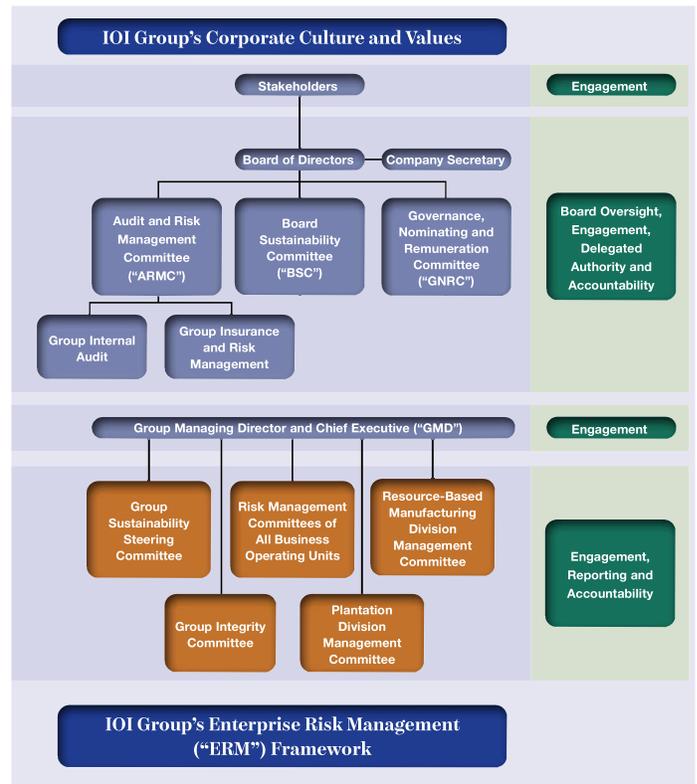
## HOW THE GROUP'S GOVERNANCE FRAMEWORK SUPPORTS THE GROUP'S STRATEGY

At the Group, we recognise a robust governance framework is crucial for supporting ethical business conduct and providing clear direction in delivering the Group's strategies. Our value-based governance framework is shaped by the following key considerations:

- Malaysian Code on Corporate Governance (the "CG Code");
- Main Market Listing Requirements (the "Listing Requirements") of Bursa Malaysia Securities Berhad ("Bursa Malaysia");
- Corporate culture and values that guide ethical conduct and adherence to applicable laws and regulations;
- Commitment to continuous improvement in all areas of governance;

- Governance policies and practices, including the enterprise risk management framework; and
- Stakeholder engagement and reporting practices.

The governance framework of the Group is illustrated in the following chart:



## CORPORATE GOVERNANCE OVERVIEW STATEMENT

The Board's pivotal role within our governance framework is to create long-term sustainable value for shareholders and broader stakeholders. Its high-level responsibilities include, among others:

- Establishing and reviewing the Group's strategies and policies;
- Overseeing risk management and corporate governance processes within the Group;
- Monitoring the Group's progress in achieving its objectives and plans;
- Considering the interests of all stakeholders, while remaining accountable to shareholders for the proper conduct and long-term success of the business;
- Providing constructive challenge to the management to ensure the management's actions are aligned with the Group's business strategies and future direction; and
- Embedding sustainability as a core element of the Board's strategic planning and decision-making.

While the Board reviews and approves the Group's strategies, the development and implementation of the Group's strategies are delegated to the senior management, including the GMD. To ensure consistency and accountability across the Group, authority for decision making is formally delegated by the Board and is systematically cascaded throughout the Group.

### ADOPTION OF THE CG CODE

In FY2025, the Company fully adopted all applicable principles as recommended by the CG Code, except the following:

- Practice 8.2, which requires disclosure of the top five (5) senior management personnel's remuneration on a named basis, in bands of RM50,000;
- Step-Up Practice 8.3, which calls for full disclosure of the detailed remuneration of each senior management member on a named basis; and
- Step-Up Practice 10.3, which recommends the establishment of a separate Board Risk Management Committee.

The Group currently does not maintain a separate Board Risk Management Committee, as the oversight of risk management is effectively integrated within the responsibilities of the ARMC, formerly the Audit Committee. Given the Group's present business scope and the manageable level of associated risks, the ARMC remains appropriately positioned to exercise effective oversight and ensure sound risk management practices. The Board remains committed to continuously assessing the Group's evolving risk landscape and will consider establishing a dedicated risk management committee should the complexity or scope of the Group's operations increase in the future.

Details of our application of the CG Code principles and compliance with its practices are set out in the Corporate Governance Report ("CG Report") published on our website at <https://www.ioigroup.com/about-us/corporate-governance>. The explanation for departure from Practice 8.2 of the CG Code, and the alternative practice adopted, are also disclosed in the CG Report.

This Statement is structured in accordance with the three (3) broad principles of the CG Code:



### A. BOARD LEADERSHIP AND EFFECTIVENESS

#### A.1 BOARD LEADERSHIP, ROLES AND RESPONSIBILITIES

The Board serves as the Group's primary leadership body, whose main function is to establish the Group's purpose, values and strategies, while ensuring that the Group's corporate culture aligns with these elements. An effective Board is instrumental in formulating and executing sound strategies; hence, continuous enhancement of Board effectiveness remains a key priority.

The Board's duties include reviewing and approving financial performance, key business matter, annual Group budgets and strategic plans, while ensuring sustainability/Economic, Environmental, Social and Governance ("EESG") considerations are embedded within the Group's strategic and operational framework. The Board maintains a schedule of reserved matters, delegating specific responsibilities to Board Committees based on their respective Terms of Reference. Details of the work of the ARMC and the GNRC are disclosed in the relevant sections of this Annual Report. The Terms of Reference of each Board Committee are available on our website at <https://www.ioigroup.com/about-us/corporate-governance>.

As illustrated below, a formal division of responsibilities exists between the Board and the management, ensuring clear accountability and effective oversight.

Non-Executive Directors	Executive Director	Key Senior Management	
<p><b>Chairman</b>  <b>Tan Sri Peter Chin Fah Kui</b>  Leads the Board and is responsible for its overall effectiveness</p>	<p><b>GMD</b>  <b>Dato' Lee Yeow Chor</b>  Responsible for day-to-day management of the business and implementation of the Group's strategies</p>	<p><b>Deputy Group Chief Executive Officer</b>  <b>Tan Kean Hua</b>  Supports the GMD in the day-to-day management of the business and implementation of the Group's strategies</p>	
<p><b>Senior Independent Director</b>  <b>Tan Sri Abdul Wahid bin Omar</b>  <i>(Appointed on 16 June 2025)</i>  Serves as a sounding board for the Chairman, acts as an intermediary with other Directors, and plays a key role in managing the relationship between major shareholders and the Board</p>		<p><b>Group Chief Financial Officer ("Group CFO")</b>  <b>Kong Kian Beng</b>  Provides financial leadership and support in the development and implementation of the Group's strategies</p>	
<p><b>Independent and Non-Independent Non-Executive Directors</b>  Provides constructive challenge to the executive management</p>		<p><b>Plantation Director</b>  <b>Sudhakaran a/l Nottath Bhaskaran</b></p> <p><b>Director of Oleochemical, Malaysia</b>  <b>Koo Ping Wui</b></p> <p><b>Director of Commodity Marketing</b>  <b>Lim Jit Uei</b></p>	<p>Oversees the success of business units through the development and implementation of the Group's strategies</p>

#### Company Secretary

The Board is supported by Mr Tan Choong Khiang, the Company Secretary who was appointed to the role on 8 August 2011. The Board has unfettered access to the advice and services of the Company Secretary. The major responsibilities of the Company Secretary include, among others:

- Advising the Board on all compliance and governance matters;
- Ensuring adherence with Board procedures and applicable rules and regulations, taking into account best practices and recommendations of the CG Code;

- Enabling effective communication between the Board and its Committees, and between the senior management and Non-Executive Directors; and
- Facilitating communication of key decisions and policies between the Board, Board Committees and the senior management.

To promote consistency in Board conduct and effective boardroom practices across the Group, the Company Secretary maintains oversight of the Group's corporate secretarial functions, both in Malaysia and in other regions where the Group operates. The appointment and removal of the Company Secretary are matters reserved for the Board.

## CORPORATE GOVERNANCE OVERVIEW STATEMENT

### A.2 BOARD INDEPENDENCE

In an effort to strengthen the Board's independence and in line with the Board Chairman succession planning, the Board appointed Tan Sri Abdul Wahid bin Omar ("Tan Sri Abdul Wahid") as the Senior Independent Non-Executive Director with effect from 16 June 2025. Following this appointment, 63% of the Board now consists of Independent Non-Executive Directors ("INEDs"), an improvement from 57% in the previous financial year.

The independence of each INED is assessed yearly by way of a self-evaluation process, whereby each INED affirms that he or she has fulfilled the criteria of independence set out in the Listing Requirements of Bursa Malaysia. Any prospective INED is also required to provide a written confirmation of independence for the GNRC's assessment, before his or her appointment is considered for the Board's approval.

Meanwhile, the ARMC is responsible for monitoring situations of potential conflict of interest involving Directors and key senior management. If such situation arises, the ARMC provides recommendations to the Board on whether shareholders' approval (either with or without conditions) should be sought for the potential conflict of interest. The Directors are regularly reminded of their ongoing obligations in relation to conflicts of interest, in particular the requirement to review and declare/confirm their external interests at least annually. This declaration is essential in assessing the continued independence of INEDs. Additional details on the mitigation of such conflicts of interest are set out in the ARMC Report.

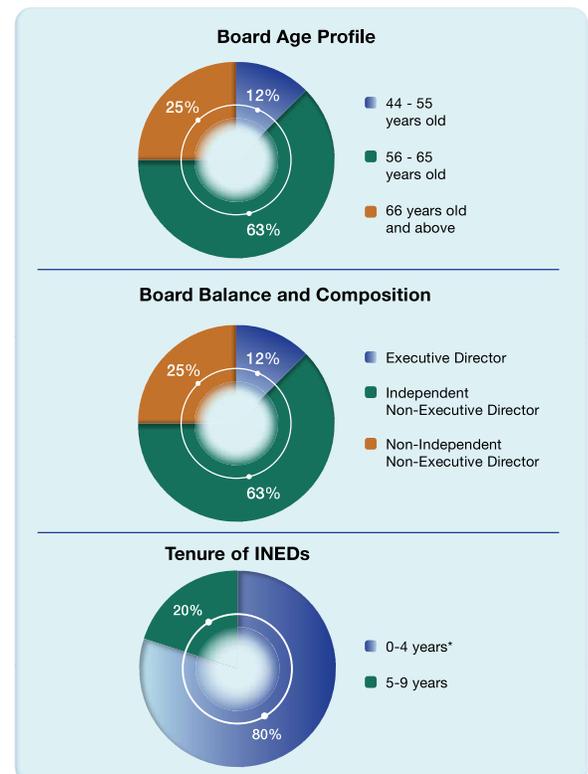
Following a review of the Directors' most recent declarations/confirmations on any actual or potential conflicts of interest, the Board concluded that all INEDs:

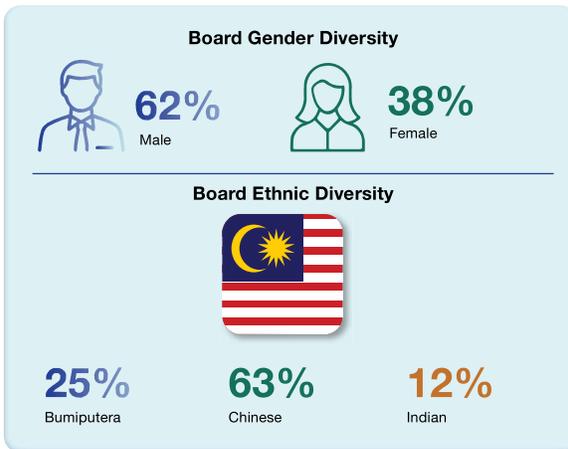
- Remain independent in character and judgement;
- Provide impartial and unbiased insights into the Group's affairs and offer independent views to the Board;
- Consistently deliver objective challenge to the management;
- Express their viewpoints in the best interest of the Group and its stakeholders; and
- Do not maintain any business or other relationships that could impair their ability to exercise objective judgement.

### A.3 BOARD COMPOSITION AND DIVERSITY

The composition of the Board is reviewed at least annually to ensure that it has a diverse mix of experience, skills and expertise that complement the Group's strategic priorities.

#### Board Composition as of 29 August 2025

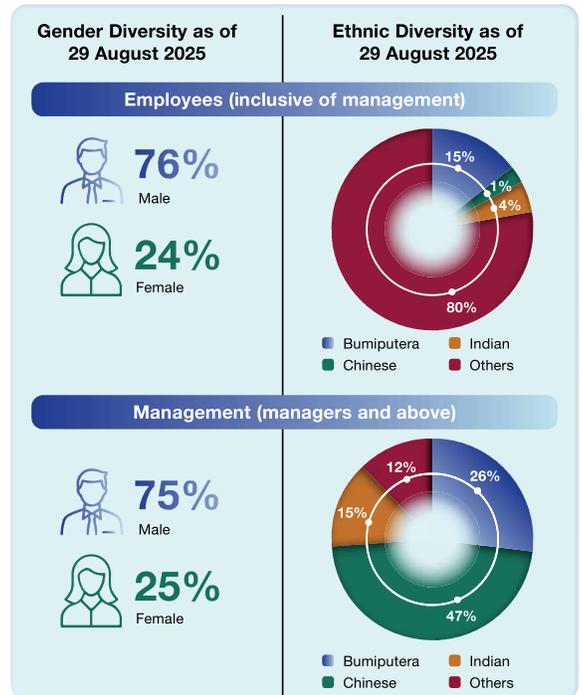




Our Board Diversity Policy recognises and embraces the value of a diverse Board, whereby all Board appointments are made based on merit and objective criteria within the context of the strategy of the Group. This includes diversity in terms of gender, social and ethnic backgrounds, cognitive and personal strengths, as well as skills, knowledge and experience necessary to enhance the Board's effectiveness. We believe that a diverse leadership team is essential for sound decision-making, by virtue of the wider perspectives and views brought into Board discussions.

Furthermore, the Board sets the tone for promoting inclusion and diversity across the Group in line with IOI Core Values. Diversity is embedded in our Code of Business Conduct and Ethics and associated workforce policies, fostering a culture of respect and equal opportunity where every employee's success, personal abilities and contributions are given due recognition irrespective of gender, race, nationality, age, or other characteristics. We also strive to treat our employees with fairness, integrity, honesty, courtesy and dignity.

While the Group does not set specific measurable targets for achieving gender diversity at the senior management level, hiring and career advancement of employees are based on merit, competence and performance while respecting the unique attributes that each individual brings to the workplace. In our commitment to foster an inclusive and supportive environment where employees can thrive, employees are given access to professional development opportunities through internal and external training programmes, as well as mentoring initiatives.



## CORPORATE GOVERNANCE OVERVIEW STATEMENT

### A.4 DIRECTOR APPOINTMENT AND INDUCTION

Appointments to the Board are made via a formal and transparent selection process, the flow chart of which is available on our website at <https://www.ioigroup.com/about-us/corporate-governance>.

The Board, through the GNRC, is guided by the Fit and Proper Policy which outlines the criteria and processes for evaluation of candidates for Board appointments. Generally, the following factors are taken into consideration when assessing the need for new Director appointment and suitability of candidates:



Every candidate for new Director appointments undergo a self-evaluation process to assess their fitness and propriety, including a declaration of conflict of interest, time commitment and financial standing. Where necessary, background checks covering previous employments, professional references, academic qualifications, criminal records and credit standing are conducted with the candidate's consent as part of the fitness and propriety assessment. The GNRC also interviews all candidates to evaluate their readiness and ability to discharge their duties and responsibilities effectively towards the Group.

The Board places great emphasis on the time commitment of Directors. All Directors must notify the Chairman of the GNRC prior to accepting any directorship outside the Group, and the GNRC Chairman must notify the same to the Board.

Upon successful appointment of new Directors, induction programmes are arranged for the newly appointed Directors to familiarise themselves with all aspects of the Group's operations. The induction process includes, but is not limited to, estate and plant visits, briefings by the senior management on each business division, dedicated sessions on specific areas of interest, and briefings by the Company Secretary on Board procedures, various governance-related matters, as well as Directors' legal obligations and responsibilities. Site visits, being a key feature of the induction process, provide new Directors with hands-on experience by directly observing our facilities/operations and by directly engaging with on-site management teams, therefore allowing Directors to gain a deeper understanding and appreciation of the Group's activities. Additional meetings or information requests by the new Directors may also be accommodated to support their onboarding process.

The new Director selection process described above was duly followed through in the appointment of Tan Sri Abdul Wahid, which took effect on 16 June 2025. Prior to the appointment, the GNRC reviewed the information submitted in his Fit and Proper Declaration, confirmation of independence, and other requisite documentation. Tan Sri Abdul Wahid was also invited to meet virtually with the GNRC, allowing the GNRC to assess his potential to add value and contribute fresh perspectives to future Board

deliberations. Upon satisfying themselves that Tan Sri Abdul Wahid meets all relevant criteria to be an effective Director of the Company, the GNRC subsequently recommended his appointment to the Board for approval. For the induction programme, briefings were arranged in June 2025 on the Group's business segments, sustainability initiatives, and the Five (5)-Year Strategic Roadmap 2025–2029, while site visits to key estates and facilities have been scheduled for late October 2025.

Each subsidiary in the Group is overseen by its respective board of directors. The Board's confidence in the subsidiaries' operations is rooted in the quality of the subsidiaries' directors and their commitment to the Group's objectives.

#### A.5 BOARD EVALUATION

We conduct a Board effectiveness evaluation ("BEE") on a yearly basis to assess the performance of the Board, Board Committees and individual Directors in discharging their duties and responsibilities within the Group's governance framework. Such BEE exercise is usually conducted internally, while appointing an independent facilitator every three (3) years to strengthen the independence and robustness of the BEE exercise.

As the last externally facilitated BEE was conducted for FY2022, the Company engaged an independent professional consultant, namely Deloitte Business Advisory Sdn Bhd, to conduct the BEE for FY2025. The external consultant engaged to conduct the BEE is independent and has no financial or personal relationship with the Group, thereby ensuring the objectivity and impartiality of the assessment.

The main objective of this externally facilitated BEE was to objectively and methodically identify areas of strength and areas of improvement, to enable the Board to further improve its effectiveness in driving the Group's strategic objectives. The evaluation process (as depicted below) employed a 360-degree feedback methodology, utilising both quantitative and qualitative methods of assessment such as questionnaire forms, interview sessions and review of boardroom documentation.

- **Completion of evaluative questionnaire forms**
- **Interview sessions with all Board members and selected senior management personnel**
- **Review of boardroom documentations**

- **Collation of findings and preparation of BEE report**
  - Overall findings and total average BEE score
  - Areas of strength
  - Areas of improvement and proposed recommendations

- **Presentation of findings and recommendations to the GNRC and the Board for deliberation**

- **Preparation of action plan to address areas for improvement**

The assessment areas covered under FY2025 BEE are:

- Board governance and oversight
- Board capabilities assessment
- Fit and proper assessment
- ARMC assessment
- BSC assessment
- Board processes and infrastructure
- Self and peer assessment
- Independence assessment
- GNRC assessment

## CORPORATE GOVERNANCE OVERVIEW STATEMENT

The BEE yielded a total average score of 87% for the Company, which was slightly above the market average score of 86% for entities with similar net asset size, and also marginally higher than the average score of 86% for plantation companies. When juxtaposed against insights gathered from the interview sessions, the following areas of strength were identified:

- **Board Stewardship:** Cohesive and synergistic leadership of the Board Chairman and the GMD
- **Board Diversity:** Robust, well-rounded composition with strong gender diversity and competencies across various domains
- **Boardroom Collegiality:** Collaborative culture characterised by intellectual honesty, inclusivity, mutual respect and strategic focus
- **Secretarial Support:** High standards of professionalism, precision and institutional knowledge demonstrated by the Company Secretary, as well as transition to digital platforms

Following the BEE outcome, the GNRC and the Board deliberated on appropriate action plans to address the areas of improvement highlighted in the BEE. To further enhance the performance of the Board and its Committees, several measures have been proposed, with some already implemented and others currently in progress:



### Board Composition

Consider expanding the Board to eight (8) or nine (9) members to strengthen collective capabilities, particularly in digitalisation, information technology ("IT"), and marketing. Subsequent to FY2025, a Board Candidate Registry is in the process of being formalised to maintain a structured pipeline of potential Director candidates, supported by ongoing efforts to source suitable recommendations from the Board.



### Board Agenda

Recalibrate agendas to include more strategic and forward-looking topics alongside operational and compliance matters, supporting long-term value creation.



### Meeting Effectiveness

As part of process enhancement following FY2025, Board meetings have been scheduled in the afternoon, with Board Committee meetings convened in the morning, thereby ensuring adequate intervals to facilitate more comprehensive review and deliberation.



### Board Training

Organise in-house training on IT and artificial intelligence to enhance Board awareness and strategic oversight in these rapidly evolving areas.



### Succession Planning

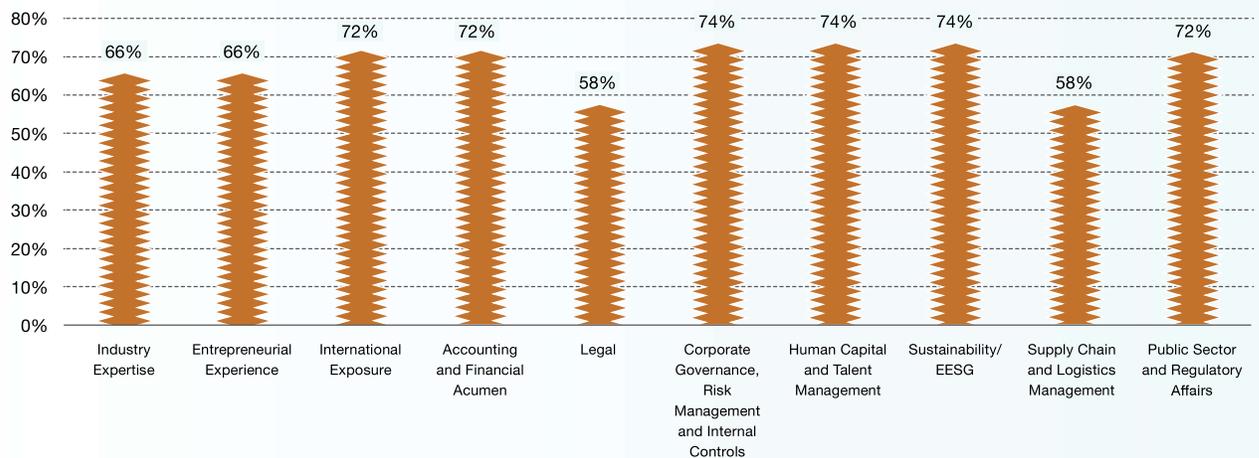
Focus on broadening the age range and deepening the talent bench for senior management to ensure continuity and mitigate risks associated with simultaneous retirement of long-serving personnel.

Based on the FY2025 BEE results, the Board was pleased to note that the Directors had discharged their duties effectively, and that both the Board and its Committees continued to operate efficiently in line with the Board Charter and the Terms of Reference of each Committee. The Board further observed that the external directorships held by the Directors did not give rise to any conflicts of interest and did not affect their ability to fulfil their responsibilities. Each Director demonstrated commendable commitment by dedicating sufficient time and attention to their roles throughout FY2025.

#### A.6 BOARD SKILLS MATRIX AND PROFESSIONAL DEVELOPMENT

The Board Skills Matrix is an important component in our commitment to Board diversity. It supports Board succession planning and selection of new Director by enabling the Board, through the GNRC, to consider the core competencies, skills, knowledge and experience required for the Board to deliver its strategic objectives and govern the Group effectively.

Each year, we undertake an assessment of the skills and experience of each Director and the collective capabilities of the Board (“Board Skills Matrix Assessment”). Under the externally facilitated BEE for FY2025, the Board Skills Matrix Assessment was conducted via self-rating questionnaires completed by each Director. The insights from the latest are as depicted below:



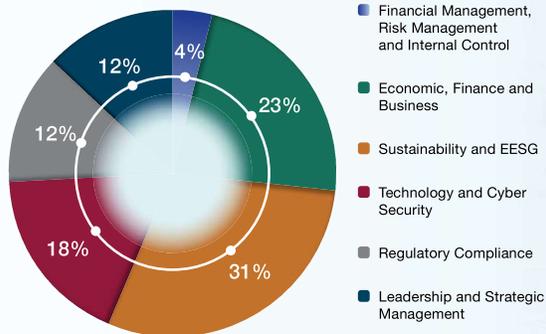
The above results demonstrate that the Board collectively possesses diverse competencies across various disciplines. This contributes to a holistic, multi-dimensional perspective that supports the Group’s strategic direction and strengthens the Board’s oversight function – particularly important for the Group as a mature and integrated player in the plantation sector. By integrating strong technical capabilities with a commitment to meaningful diversity, the Directors’ current competencies are strongly aligned with the Group’s needs, making the Board well-positioned to navigate industry challenges, identify emerging opportunities, and respond effectively to the evolving business environment. Furthermore, the Board continues to benefit from each Director’s forward-looking insights that contribute to robust discussions on future-proofing the Group’s strategies in an increasingly complex operating environment.

## CORPORATE GOVERNANCE OVERVIEW STATEMENT

Upon evaluation of the latest Board Skills Matrix Assessment results, the Board is satisfied that its current mix of skills, experience and competencies enables it to perform their responsibilities effectively and to contribute meaningfully to decision-making. Nonetheless, the Board acknowledges the benefit of introducing complementary expertise in areas of digitalisation, IT and marketing, to further strengthen the Board's oversight in these areas.

It is important for Directors to regularly refresh and update their skills and knowledge, and to undergo relevant training as necessary. All Directors have access to internal and external learning, development and training opportunities. They usually participate in relevant training sessions, conferences, forums and seminars on their own initiative. In addition, the Company Secretary identifies and recommends suitable programmes (including internal sessions organised by the management on specific topics) for the Directors based on their training needs. The Directors may also request additional training as needed to support their individual development and the collective effectiveness of the Board.

The key learning areas and topics of training undertaken by the Directors during FY2025 are summarised below:



The full list of training programmes attended by each Director during FY2025 is disclosed in our CG Report, available at <https://www.ioigroup.com/about-us/corporate-governance>.

## A.7 MEETING ATTENDANCE

Directors are expected to attend all scheduled Board and Board Committee meetings, save for exceptional circumstances such as pre-existing business or personal commitments. An annual meeting calendar is drawn up and tabled to the Board in advance, for Directors to plan their schedules and for the management to align internal workflows to support timely and effective meeting preparation.

The table below shows each Director's attendance at Board and Board Committee meetings in FY2025:

Members	Board	ARMC	GNRC	BSC
Number of meetings held in FY2025	7	6	3	3
<b>Executive Director</b>				
Dato' Lee Yeow Chor	7/7 (100%)	6/6 (100%) <sup>^</sup>	3/3 (100%) <sup>^</sup>	3/3 (100%) <sup>^</sup>
<b>Non-Executive Directors</b>				
Tan Sri Peter Chin Fah Kui •	7/7 (100%)	–	–	–
Dr Nesadurai Kalanithi •	7/7 (100%)	6/6 (100%)	3/3 (100%)	3/3 (100%)
Dato' Kong Sooi Lin •	7/7 (100%)	6/6 (100%)	1/1 (100%) <sup>▲</sup>	3/3 (100%)
Lee Yeow Seng	5/7 (71%)	–	–	–
Lim Tuang Ooi	7/7 (100%)	6/6 (100%)	3/3 (100%)	–
Datuk Zurinah binti Pawanteh •	7/7 (100%)	–	3/3 (100%)	3/3 (100%)
Tan Sri Abdul Wahid bin Omar *	1/1 (100%) <sup>*</sup>	–	–	–

• Board/Board Committee Chairman

<sup>^</sup> Attended by invitation in his capacity as GMD

<sup>▲</sup> Attended by invitation in her capacity as INED

<sup>\*</sup> Reflects the attendance and the number of meetings held during the period the Director held office

During FY2025, Lee Yeow Seng, the Non-Independent Non-Executive Director, recorded a 71% attendance rate at Board meetings. The meetings were scheduled concurrently with a prior commitment that he was unable to reschedule. On occasions when he was unable to attend, he provided his input on matters under consideration to the Chairman of the Board.

## CORPORATE GOVERNANCE OVERVIEW STATEMENT

### A.8 BOARD ACTIVITIES DURING FY2025

The Board plans its agenda ahead of each financial year to ensure timely discussion of strategic, budget, sustainability, risk management and internal control, operational, financial performance and corporate governance matters. The Board deliberations surrounding those topics are instrumental in refining the execution of the Group's strategies, strengthening our position as an integrated plantation company, enhancing financial resilience, and delivering consistent returns across business cycle. The long-term goals of the Group are also factored into such deliberations.

Since FY2022, the Board has held an annual Board Retreat, providing as a platform for in-depth engagement with the senior management on the Group's Five (5)-Year Strategic Plans. In April 2025, the Board held a full-day session with the senior management to discuss on the Group's long-term aspirations and strategic priorities, as outlined in the Five (5)-Year Strategic Roadmap 2025–2029.

The review of the Board Charter is intended to ensure its continued relevance and alignment with prevailing governance standards and practices. Initially, the review was planned to enhance the contents of the Charter. However, with the Securities Commission of Malaysia's confirmation that revisions to the CG Code will be introduced, it has been decided to defer the review to FY2026. This will allow the Board Charter to incorporate the latest developments and remain fully aligned with best practices. Despite the deferment, the Board is satisfied that the existing Board Charter remains relevant and continues to provide clear guidance on the exercise of its constitutional powers and responsibilities.

The Board's key activities and priorities in FY2025 are summarised below:

#### Principal matters considered by the Board in FY2025

Strategic	Governance, Assurance and Risk Management	Financial and Management Performance
<p>Oversight of the Group's performance and five (5)-year strategic priorities</p> 	<p>Review of year-end reports/statements such as Corporate Governance Report, Sustainability Report, ARMC Report, Statement on Risk Management and Internal Control</p> 	<p>Quarterly results announcements</p> 
<p>Sustainability material matters, climate change action initiatives, net zero carbon emission targets, and compliance with European Union Deforestation Regulation</p> 	<p>Review of Circular to Shareholders and Share Buy-Back Statement</p> 	<p>New investments and capital expenditure approvals</p> 
<p>Board and management succession planning</p> 	<p>Externally facilitated BEE findings and recommendations</p> 	<p>Annual budget, forecasts and key performance targets and indicators</p> 

Strategic	Governance, Assurance and Risk Management	Financial and Management Performance
Dividend payouts 	Cybersecurity key performance indicators ("KPIs") 	Performance of existing investments 
Potential growth opportunities such as mergers and acquisitions and collaborations on projects 	Cybersecurity Incident Response Plan 	Group-wide operational efficiency 
Ongoing digitalisation and mechanisation in the estates 	Risk management and internal control reviews 	External auditors' audit findings on the Group's audited financial statements and approval thereof 
	EESG data integrity, internal audit plan and performance updates 	Climate-related financial reporting, including adoption of the International Financial Reporting Standards ("IFRS") Sustainability Disclosure Standards 
	Policy amendments: - Remuneration Policy and Procedures for Directors and Senior Management - Policy on Authority Limit Approval for Capital Expenditure, Operating Expenditure, Business Acquisitions, Investments and Borrowings 	
	Quarterly internal audit findings	
	GMD's remuneration package 	
	Directors' remuneration and benefits 	
	Change of Board composition 	

## CORPORATE GOVERNANCE OVERVIEW STATEMENT

Strategic	Governance, Assurance and Risk Management	Financial and Management Performance
	<ul style="list-style-type: none"> <li>Review of fitness and propriety of Director(s)</li> </ul> 	
	<ul style="list-style-type: none"> <li>Legal and regulatory compliance including CG Code, the Companies Act 2016 and listed company obligations</li> </ul>	
	<ul style="list-style-type: none"> <li>Yearly conflict of interest review involving Directors and senior management</li> </ul>	
	<ul style="list-style-type: none"> <li>Implementation of e-Invoicing</li> </ul>	

### Looking ahead to FY2026

The Board's priorities for FY2026 include:

- Continuing oversight of the Group's Five (5)-Year Strategic Roadmap 2025–2029;
- Monitoring the external environment, particularly in areas such as sustainability and technology development;
- Evaluation of organic growth strategies, mergers and acquisitions; and
- Exploration of new business opportunities.

### A.9 GNRC'S ACTIVITIES DURING FY2025

The GNRC's Terms of Reference, which are published on our website at <https://www.ioigroup.com/about-us/corporate-governance>, was last revised in June 2024 to provide greater clarity on the objectives, functions, duties and proceedings of the GNRC. Key highlights of the GNRC's activities and priorities during FY2025 are summarised below:

Strategic	Governance	Remuneration	Nomination
Oversight of the management succession planning, including the talent management system of the Group 	Review of independence of INEDs 	Review of GMD's remuneration package and linkage to EESG metrics 	Review and recommendation of Directors standing for re-election at Annual General Meeting ("AGM") 
Review of the composition of the Board and Board Committees and their dynamics 	Review of the findings of the externally facilitated BEE 	Review of Directors' remuneration and benefits for shareholders' approval 	Review and recommendation of appointment of Senior INED 
	Board diversity 		
	Review of key executive performance evaluation 		
	Review of year-end governance reports 		
	Amendments to the Remuneration Policy and Procedures for Directors and Senior Management 		
	Review of fitness and propriety of Director(s) 		

## CORPORATE GOVERNANCE OVERVIEW STATEMENT

The GNRC reviews the current skills, experience, and tenure of the Directors and evaluates future requirements in line with the Group's long-term strategy. A core responsibility of the GNRC is to lead the Board appointment process in line with an effective succession plan. The GNRC has defined specific criteria for evaluating potential new Directors, with particular emphasis on the skills, expertise, experience and industry knowledge. These criteria were discussed and agreed upon prior to the commencement of any recruitment process. In addition, the GNRC shall also have due regard to the character, integrity, competence, time availability and commitment of Director candidates, in line with the Fit and Proper Policy. All Directors are expected to uphold the highest standards of integrity, credibility, independence of judgement (in the case of INEDs), maturity, and collegiality in discharging their duties and responsibilities.

As part of the Board's succession planning, the GNRC periodically reviews the Board structure, size and diversity, and considers any proposed changes to the Board composition. The appointment of the Senior INED in FY2025 further strengthened the Board's independence and diversity of perspectives. As at 29 August 2025, the Board's female representation stood at 38%, reflecting the Company's ongoing commitment to gender diversity and inclusive, good governance. While the Board aims to maintain a minimum of 30% women members, it is equally committed to fostering diversity across professional background, nationality, ethnicity, and other relevant dimensions, ensuring a broad range of perspectives in its deliberations.

The BEE results for FY2025 affirm that each Director, as well as the Board and its Committees collectively, have effectively discharged their duties and responsibilities. The Board continues to maintain an appropriate mix of skills, knowledge, and experience to oversee the effective execution of the Group's strategies.

### Directors' Remuneration

The Company has established the Remuneration Policy and Procedures for Directors and Senior Management, which sets out a fair and transparent framework for the remuneration of Directors and senior management. This policy was last reviewed by the Board in May 2025. As provided in the GNRC's Terms of Reference, the GNRC is responsible for (i) assisting the Board in determining the policy and structure for the remuneration of Non-Executive Directors, and (ii) recommending for the Board's approval the remuneration packages of Executive Director(s) and key senior management of the Group, drawing upon external advice where appropriate.

Remuneration Policy and Procedures for Directors and Senior Management is designed to support the achievement of its strategic objectives by attracting, motivating, and retaining individuals of the right calibre. By aligning rewards with performance and long-term business goals, the said policy ensures that key talent is empowered to develop and execute the Group's business strategy effectively.

Each Director is entitled to a meeting allowance of RM1,500 for every meeting attended, whether it is a Board meeting, a Board Committee meeting, or a general meeting. The fee structure is benchmarked against prevailing industry practices to ensure that each Director is appropriately compensated based on their level of responsibility, time commitment and level of contribution to the Group.

With effect from FY2025, the Directors' fee structure has been revised in tandem with market benchmarks and to maintain our competitiveness in attracting and retaining highly qualified Directors. With the growing complexity of governance standards and the evolving regulatory landscape, higher expectations are placed upon Directors to dedicate more time, commitment, and expertise to provide continued oversight and strategic guidance. The updated fee structure has been approved by the shareholders at the 55th AGM held on 5 November 2024.

Directors' Fee Structure	FY2025 onwards Per Annum RM
<b>Board of Directors</b>	
- Base fee (for all Directors excluding Chairman)	150,000
- Chairman's fee	350,000
<b>Audit and Risk Management Committee</b>	
- ARMC Chairman's fee	70,000
- ARMC Member's fee	50,000
<b>Governance, Nominating and Remuneration Committee</b>	
- GNRC Chairman's fee	40,000
- GNRC Member's fee	30,000
<b>Board Sustainability Committee</b>	
- BSC Chairman's fee	40,000
- BSC Member's fee	30,000

The breakdown of FY2025 remuneration for each Director of the Company, including payments received or receivable from the Company and its subsidiaries in respect of FY2025, is disclosed in our CG Report under Practice 8.1 of the CG Code.

The bonus component of GMD's remuneration is linked to sustainability/EESG metrics, tied to the performance of the Group's sustainability ratings as assessed by reputable rating agencies such as S&P Global Corporate Sustainability Assessment/Dow Jones Sustainability Indices, Carbon Disclosure Project, FTSE4Good, Sustainalytics and SPOTT. Such sustainability/EESG metrics are externally evaluated based on published methodologies, providing transparency, credibility and objectivity in the assessment of the GMD's performance against KPIs.

Senior management KPIs are linked to sustainability/EESG performance, ensuring that progress on these objectives is monitored and reported, and aligning management incentives with the Group's long-term value creation.

#### Looking ahead to FY2026

The GNRC will continue to focus on:

- Monitoring management succession and development plans to build the long-term talent pipeline;
- Implementing recommendations from the externally facilitated BEE;
- Monitoring governance trends and amendments to the CG Code and Listing Requirements of Bursa Malaysia; and
- Monitoring Board succession plan, and the skills and experiences of Board members to ensure that the Board is equipped to advance the Group's strategy and performance.

## CORPORATE GOVERNANCE OVERVIEW STATEMENT

### B. EFFECTIVE AUDIT AND RISK MANAGEMENT

#### B.1 FINANCIAL REPORTING

The Board relies on information provided by the management in assessing the completeness and accuracy of the Group's financial statements and related disclosures. The ARMC also assists the Board in this regard by leveraging their financial knowledge and commercial experience to oversee, monitor and assess the integrity of the Group's financial statements, financial risk management processes, financial reporting practices and internal control systems. The support provided by the ARMC enables the Board to discharge its fiduciary duties and to present to shareholders a clear, balanced and meaningful evaluation of the Group's financial position, performance and prospects.

The integrity of the Group's periodic corporate reports is underpinned by robust internal structures and processes that support analytical review of financial and non-financial data, validation of information, and maintenance of proper records. This is further enhanced by the external assurance provided by the Company's external auditor, BDO PLT, on the Group's financial statements.

The ARMC Report included in this Annual Report contains further details on the activities of the Board and ARMC in overseeing the Group's financial reporting process.

#### Directors' Responsibility for Preparing the Annual Audited Financial Statements

The Board is required by the Companies Act 2016 (the "Act") to prepare or cause to be prepared yearly financial statements which give a true and fair view of the state of affairs, results and cash flows of the Group and of the Company. The Directors are of the opinion that the Group applies appropriate accounting policies consistently as supported by reasonable and prudent judgements and estimates, and that the financial statements have been prepared in accordance with Malaysian Financial Reporting Standards, IFRS Accounting Standards, the provisions of the Act and the Listing Requirements of Bursa Malaysia.

The Board is also satisfied that the Group maintains reasonably accurate accounting records which provide a true and fair view of the financial position of the Group and of the Company.

While the internal control system, by its nature, can only provide reasonable and not absolute assurance against material misstatements, losses or fraud, the Board has taken necessary steps to ensure that sound systems and controls are in place to safeguard the assets of the Group, and to detect and prevent fraud and other irregularities.

#### B.2 RISK MANAGEMENT AND INTERNAL CONTROL

The Board is responsible for maintaining a robust internal control and risk management system that provides reasonable assurance that the Group's operations remain effective and efficient and that laws, regulations, internal procedures and guidelines are duly complied with. The ARMC supports the Board by overseeing the Group's ERM Framework and periodically evaluating its adequacy and effectiveness.

The Board conducts half-yearly reviews of the effectiveness of the Group's controls, risk management and high-level internal control processes. During such reviews, the Board received periodic reports from the Head of Group Internal Audit, Group Insurance and Risk Management Senior Manager, as well as the external auditor. Both the external and internal auditors have unrestricted access to all departments, records and systems of the Group as and when necessary in the performance of their duties.

The Group's ERM Framework also facilitates identification, measurement, monitoring and reporting of sustainability/EESG risks and opportunities. The Board is aided by the ARMC, BSC, Group Sustainability Steering Committee and divisional Risk Management Committees in overseeing key aspects of sustainability/EESG risks, including climate and human rights violation risks. Periodic updates on sustainability risks and opportunities are provided to the BSC, ARMC and Board accordingly. Our Climate Change Action initiative is aligned with the Task Force on Climate-Related Financial Disclosures recommendations. We are also progressively enhancing our sustainability disclosures in preparing for the adoption of IFRS Sustainability Standards which include IFRS S1 *General Requirements for Disclosure of Sustainability-related Financial Information* and IFRS S2 *Climate-related Disclosures*. More details on sustainability risk management can be found in our Sustainability Report which is available on our website at <https://www.ioigroup.com/investors/reports>.

Based on the Board's evaluation for FY2025, the Board is of the view that the Group's system of internal control and risk management remains sound and comprehensive, providing adequate safeguards for (i) mitigating risks, (ii) facilitating the attainment of the Group's objectives, (iii) safeguarding the Group's assets and shareholders' investments, and (iv) upholding stakeholders' interests.

More details on the Group's ERM Framework and associated activities can be found in the ARMC Report and the Statement on Risk Management and Internal Control in this Annual Report.

### **B.3 ANTI-BRIBERY AND CORRUPTION**

Our IOI Core Values underpin the integrity, culture and conduct of our people and operations. We maintain a zero-tolerance approach towards misconduct in any form, and will take disciplinary action, up to and including dismissal, in the event of a breach of our Business Ethics, Compliance, Anti-Corruption and Anti-Money Laundering Policy (the "AC-AML Policy"). This AC-AML Policy was last updated in April 2024.

The Board, through the ARMC, assumes ultimate responsibility for monitoring, managing and mitigating bribery and corruption risk. Our Group Head of Legal, supported by a designated Compliance Officer, oversees the implementation of the AC-AML Policy. The management has also established a Group Integrity Committee with the GMD as its chair and certain senior management personnel as its members, for the purpose of reviewing and promoting compliance with the AC-AML Policy across the Group.

### **B.4 TAX GOVERNANCE**

Oversight of the Group's tax governance is entrusted to the Group CFO, supported by the Head of Group Tax. The Group adopts a low-tolerance approach to tax compliance risk, reflecting our commitment to robust governance, transparency, and adherence to all applicable tax regulations in the jurisdictions where we operate.

Since September 2023, the Company has adopted the Group Tax Governance Statement to provide a structured and principled approach to managing our tax matters in response to the evolving global tax landscape. In line with this initiative, the Group has identified several key operating subsidiaries to submit participation documents to the Inland Revenue Board of Malaysia under the Guidelines on Tax Corporate Governance Framework. This reflects our ongoing commitment to tax transparency, regulatory tax compliance, and structured engagement with the relevant authorities.

### **B.5 WHISTLEBLOWING**

The Company's Whistleblowing Policy provides a secure and confidential channel for employees and members of the public to report genuine concerns. In accordance with the Policy, the Group strongly encourages those who have knowledge of, or are aware of, any improper conduct within the Group to come forward. Such concerns may relate to suspected or actual violations of the Group's Code of Business Conduct and Ethics, improprieties in financial reporting, non-compliance with laws and regulations, breaches of internal policies and procedures, or any other malpractice. Reports submitted through the designated channels are handled and monitored by the Whistleblowing Secretariat to ensure a prompt, fair, and impartial investigation.

The Whistleblowing Policy also offers protection for all whistleblowers by assuring anonymity and confidentiality of their identities, protection against reprisal or retaliation, as well as immunity from disciplinary action for genuine disclosures made in good faith.

## CORPORATE GOVERNANCE OVERVIEW STATEMENT

### C. INTEGRITY IN CORPORATE REPORTING AND MEANINGFUL RELATIONSHIP WITH STAKEHOLDERS

#### C.1 STAKEHOLDERS' ENGAGEMENT

We recognise the importance of listening to and understanding the views of our stakeholders, who are instrumental in ensuring long-term sustainability of the Group. The views and expectations of our stakeholders have been a key consideration in Board and Board Committee papers and serve as an important input to boardroom discussions, thereby guiding the Group's strategic planning and decision-making processes.

The Board ensures that the management carries out stakeholder engagements in a prudent manner to maintain strong and mutually beneficial relationships. Stakeholder prioritisation is guided by their level of influence on our business and their significance in relation to our operations and organisational strategy. Accordingly, engagement strategies are tailored to the needs and expectations of key stakeholder groups, including shareholders, investors, communities, non-profit organisations ("NGOs"), employees, regulators, suppliers, contractors and customers.

Engagement initiatives such as direct meetings, workshops and dialogues with communities are conducted throughout the year to identify their needs and gather feedback, both of which inform our actions to meet those needs. Our stakeholders, including NGOs, actively engage in open and constructive dialogue with our GMD, Chief Sustainability Officer, stakeholder engagement team and Director of Commodity Marketing.

We also proactively address investors' points of interest and provide clarity on our sustainability practices by responding to sustainability enquiries and other specific disclosure requests. This forms an integral part of our stakeholder engagement activities, helping investors gain a better understanding of our commitments and performance in our business, as well as environmental, social, and governance matters.

More information on our stakeholder engagement activities are available in the Stakeholders' Engagement section on pages 46 to 47 of this Annual Report, as well as in our Sustainability Report accessible at <https://www.ioigroup.com/investor-relations/reports>.

#### C.2 COMMUNICATION WITH SHAREHOLDERS AND INVESTORS

Our disclosure practices are guided by the CG Code as well as the Listing Requirements of Bursa Malaysia. In line with our Media Disclosure Policy published at <https://www.ioigroup.com/about-us/corporate-governance>, we are committed to ensuring that all public communications, whether via Bursa Malaysia announcements, press releases or other channels, are timely, factual, accurate and complete, while being mindful of the restrictions governing release of material and price-sensitive information. Our corporate website, <https://www.ioigroup.com>, serves as a main platform for our shareholders, analysts, investors, stakeholders and members of the public to access information regarding the Group, especially our financial results, Bursa Malaysia announcements, latest news and highlights, governance documents, as well as sustainability-related initiatives and updates.

Our Investor Relations team, led by the Head of Group Strategy, acts as the primary point of contact for investors throughout the year. Frequent discussions are held with shareholders, analysts and other investors on a range of issues.

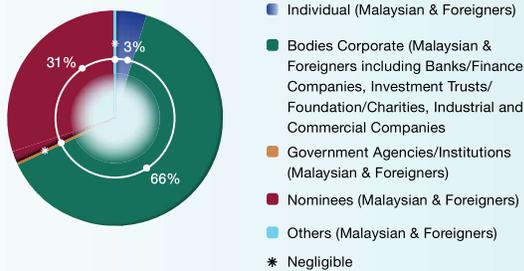
### Electronic Communication

The Company has obtained prior authorisation from its shareholders to publish documents or notifications relating to shareholder communications (such as the Notice of AGM and the Annual Report and Sustainability Report) electronically on our corporate website, in lieu of printed copies (unless specifically requested by shareholders). While we acknowledge that shareholders may have varying preferences for receiving information, we continue to advocate the use of electronic communication given its advantages over traditional paper-based communications in terms of the configurability and accessibility of information, as well as cost savings and reduced environmental impact.

We communicate formally with our shareholders at least six (6) times a year, primarily through the following channels:

- Quarterly and full-year results announcements;
- Dividend declarations; and
- AGM

As at 29 August 2025, approximately 15,052 of shareholders had registered to receive notices electronically. The composition of our shareholder base, as per the Record of Depositors as at 29 August 2025, was as follows:



### Annual General Meetings

We encourage shareholders to participate in the AGM and to pose questions to the Chairman and the Board. Clear and informative meeting notices and related communications are provided well in advance, and all AGM materials are made available on our website.

Our 55th AGM held on 5 November 2024 was conducted in a hybrid format, providing our shareholders with flexible avenues to exercise their rights to participate, speak either in person or remotely, including via submission of typed messages through the meeting platform, and vote at the 55th AGM. All the Directors were in full attendance at the 55th AGM. The minutes and webcast recording of the 55th AGM, as well as responses to queries raised by the Minority Shareholders Watch Group, were published on our website at <https://www.ioigroup.com/investors/shareholders-information> in a timely manner.

This Statement was approved by the Board on 11 September 2025.