

Notice of Annual General Meeting



IOI GROUP

NOTICE IS HEREBY GIVEN THAT the Fifty-Seventh Annual General Meeting ("**57th AGM**") of IOI Corporation Berhad (the "**Company**") will be convened and held physically (Physical Meeting) at Millennium Ballroom 1, Level 1, Le Méridien Putrajaya, Lebuhraya IRC, IOI Resort City, 62502 Putrajaya, Malaysia (the "**Meeting Venue**") and by way of electronic means (Virtual Meeting) via Boardroom Smart Investor Portal ("BSIP") at <https://investor.boardroomlimited.com> (the "**Meeting Platform**") on Wednesday, 4 November 2026 at 10:00 am (Malaysia time) or any adjournment thereof, for the purpose of considering and, if thought fit, passing with or without modifications, the following Ordinary Resolutions:

AGENDA

1. To receive the Audited Financial Statements for the financial year ended 30 June 2026 and the Reports of the Directors and Auditors thereon.

Please refer to Explanatory Note C(1)

2. To re-elect the following Directors retiring by rotation pursuant to Article 91 of the Company's Constitution:

- (i) Dato' Lee Yeow Chor
- (ii) Mr Lim Tuang Ooi
- (iii) Datuk Zurinah binti Pawanteh

Resolution 1
Resolution 2
Resolution 3

Please refer to Explanatory Note C(2)

3. To approve the payment of Directors' fees (inclusive of Board Committees' fees) of RM1,790,000 for the financial year ending 30 June 2027 payable quarterly in arrears after each month of completed service of the Directors during the financial year.

Resolution 4

Please refer to Explanatory Note C(3)

4. To approve the payment of Directors' benefits (other than Directors' fees) of up to RM300,000 for the period from 5 November 2026 until the next Annual General Meeting to be held in year 2027.

Resolution 5

Please refer to Explanatory Note C(3)

5. To re-appoint BDO PLT, the retiring Auditors for the financial year ending 30 June 2027 and to authorise the Directors to fix their remuneration.

Resolution 6

Please refer to Explanatory Note C(4)

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

6.1 Authority to Directors to issue and allot shares under the Companies Act 2016

"THAT pursuant to Sections 75 and 76 of the Companies Act 2016, the Directors be hereby authorised with full powers to issue and allot 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 issuance and allotment provided that the aggregate number of shares to be issued and allotted pursuant to this resolution does not exceed **five percent (5%)** of the total number of issued shares (excluding treasury 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 also empowered to obtain the approval from Bursa Malaysia Securities Berhad for the listing of and quotation for the additional shares so allotted."

Resolution 7

Please refer to Explanatory Note C(5)

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6.2 Proposed Renewal of Existing Share Buy-Back Authority

"THAT subject to compliance with applicable laws, regulations and the approval of all relevant authorities, approval be 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 (the "**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 (the "**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, resold on Bursa Securities and/or otherwise dealt with by the Directors in the manners allowed by the Companies Act 2016.

THAT the Directors of the Company be 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 passed by 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."

Resolution 8

Please refer to Explanatory Note C(6)

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

"THAT subject always to the provisions of the Companies Act 2016 (the "**Act**"), the Constitution of the Company, Main Market Listing Requirements of Bursa Malaysia Securities Berhad or other regulatory authorities, approval be 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 (the "**Related Parties**"), as detailed in Part B, Section 4 of the Circular to Shareholders of the Company dated 6 October 2026 (the "**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

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

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

Resolution 9

Please refer to Explanatory Note C(7)

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

By Order of the Board,

Loh Hoong Ling

Company Secretary

(SSM PC 202508000408) (MAICSA 7066543)

Putrajaya

6 October 2026

Notes:

A. Hybrid 57th AGM

- 1. The 57th AGM of the Company will be held on a hybrid mode whereby shareholders, proxies and corporate representatives will have the option to attend the 57th AGM:
 - (i) physically (in person) at the Meeting Venue (the "**Physical Attendance**"); or
 - (ii) virtually using Remote Participation and Electronic Voting (RPEV) facilities available on the Meeting Platform at <https://investor.boardroomlimited.com> (the "**Virtual Attendance**").

Please refer to the registration procedures provided in the Administrative Guide for the 57th AGM for both Physical Attendance and Virtual Attendance.

- 2. Only shareholders whose names appear in the Record of Depositors and Register of Members as at **16 October 2026** shall be eligible to participate and vote at the 57th AGM or to appoint proxy to participate and vote on his or her behalf.
- 3. All shareholders, proxies and corporate representatives who wish to attend the 57th AGM are **NOT required to pre-register** their attendance on the Meeting Platform to verify their eligibility to attend the 57th AGM.
- 4. All of the above ordinary resolutions will be carried if more than half of the votes cast are in favour of those resolutions. Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements (the "**Listing Requirements**") of Bursa Malaysia Securities Berhad (the "**Bursa Securities**"), all resolutions shall be put to vote by way of a poll.

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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 Nominee who holds 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 in respect of 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 submitted in hard copy or by electronic means, **not less than forty-eight (48) hours** before the time for holding the 57th AGM or any adjournment thereof, as follows:

(i) In hard copy form

The Proxy Form must be deposited at the office of our Administration and Polling Agent, Boardroom Share Registrars Sdn Bhd at 11th Floor, Menara Symphony, No. 5, Jalan Professor Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia.

(ii) By electronic means

The Proxy Form can also be lodged electronically through BSIP at <https://investor.boardroomlimited.com>. Please follow the procedures provided in the Administrative Guide for the 57th AGM on how 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

1. Audited Financial Statements for the financial year ended 30 June 2026

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 agenda item is meant for discussion only and will not be put forward for voting.

The Chairman will extend an invitation to shareholders, proxies and corporate representatives to pose questions and offer feedback concerning the Directors' Report, Audited Financial Statements and the Group's performance, in accordance with the mode of communication as stated in the Administrative Guide for the 57th AGM.

Shareholders, proxies and corporate representatives will also be given an opportunity to pose questions to the representative(s) of the Company's Auditors, BDO PLT ("BDO") on matters relevant to the audit of financial statements, including the Auditors' Report.

2. Ordinary Resolutions 1 to 3: Re-election of Retiring Directors

Dato' Lee Yeow Chor ("**Dato' Lee**"), Mr Lim Tuang Ooi ("**Mr Lim**") and Datuk Zurinah binti Pawanteh ("**Datuk Zurinah**") who retire in accordance with Article 91 of the Company's Constitution, are eligible for re-election and have offered themselves for re-election at the 57th AGM. The re-election of each retiring Director shall be voted on individually.

Each of the retiring Directors standing for re-election has undergone a performance evaluation and has provided his/her annual declaration on his/ her fitness and propriety to continue acting as Director of the Company in accordance with the Group's Fit and Proper Policy together with confirmation of independence, where applicable.

In determining the eligibility of the retiring Directors to stand for re-election at the 57th AGM of the Company, the Governance, Nominating and Remuneration Committee ("**GNRC**") considered the following:

- (i) Evaluation of the effectiveness of the Directors in terms of character, experience, integrity, competency and time commitment in discharging their roles as Directors of the Company; and
- (ii) For Mr Lim and Datuk Zurinah, the ability to continually provide constructive challenge to Management as well as to express their own views independently of Management or other Directors.

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The retiring Directors standing for re-election have been demonstrating these attributes and desired behaviours as circumstances require.

The Board of Directors (the “**Board**”) (save for retiring Directors who have abstained from deliberations and decisions on their own re-election) has endorsed the GNRC’s recommendations and agreed to propose to the shareholders of the Company the re-election of the retiring Directors, based on the following justifications:

Retiring Director	Justification for Re-election
a) Dato’ Lee	- Based on Dato’ Lee’s vast experience and knowledge in business, legal, sustainability and corporate governance, the Board is of the view that Dato’ Lee has the ability to make appropriate decisions to safeguard stakeholders’ interests. - Based on the GNRC’s assessment, the performance and suitability of Dato’ Lee were found to be satisfactory and that Dato’ Lee has demonstrated his commitment to the role and continues to be an effective and valuable member of the Board. - The Board has endorsed GNRC’s assessment and recognises Dato’ Lee’s leadership in steering the Group’s strategic direction for the long-term benefit of the Company and its stakeholders.
b) Mr Lim	- The GNRC is of the view that Mr Lim fulfils the independence requirements under the Listing Requirements of Bursa Securities and has consistently demonstrated the high standards of commitment, integrity, and suitability in his role as a Director. He has contributed effectively and significantly as a valuable member of the Board and in discharging his duties within the Board Committee. - The Board has endorsed the GNRC’s assessment and recognises Mr Lim’s valuable contributions as a member of the GNRC and the Audit and Risk Management Committee (“ARMC”), as well as his active role on the Board. His re-election is supported by the depth and relevance of his experience, the insights he brings to the Board, and his continued ability to contribute meaningfully to Board deliberations. The Board is satisfied that he meets the criteria set out in the Group’s Fit and Proper Policy and considers his re-election to be beneficial to the Company, particularly in strengthening Board independence, diversity, and governance effectiveness.
c) Datuk Zurinah	- The GNRC is of the view that Datuk Zurinah fulfils the independence requirements under the Listing Requirements of Bursa Securities and has consistently demonstrated high standards of commitment, integrity, and suitability in her role as a Director. As Chairman of the GNRC, she has demonstrated strong leadership and has contributed significantly to the effectiveness of the GNRC. - The Board has endorsed the GNRC’s assessment and recognises Datuk Zurinah’s valuable contributions as Chairman of the GNRC and a member of the Board Sustainability Committee, as well as her active role on the Board. Her re-election is supported by her leadership experience, the perspectives she brings to matters relating to governance and sustainability, and her continued ability to contribute meaningfully to Board deliberations. The Board is satisfied that she meets the criteria set out in the Group’s Fit and Proper Policy and considers her re-election to be beneficial to the Company, particularly in strengthening Board independence, diversity, and governance effectiveness.

The detailed profile of each retiring Director, including career history, competencies and qualifications can be found on pages 89 to 92 of this Annual Report.

Save for the conflict of interest disclosures on pages 128 to 131 of the ARMC Report in this Annual Report, there is no further information that needs to be disclosed pursuant to the Listing Requirements of Bursa Securities, nor are there any other matters that need to be brought to the attention of shareholders in respect of the retiring Directors standing for re-election at the 57th AGM.

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3. Ordinary Resolutions 4 and 5: Directors' Fees and Benefits

Following the availability of updated market benchmarking information, the GNRC reassessed the Board Chairman's annual fee to ensure that it remains appropriate and commensurate with the role. The assessment took into account the benchmarking results, as well as the responsibilities, expectations and time commitment associated with leading the Board and supporting effective governance and oversight. Having considered these factors, the GNRC is of the view that the proposed annual fee of RM385,000 is fair and appropriate. Accordingly, it is proposed that the Board Chairman's annual fee be increased from RM350,000 to RM385,000, representing an adjustment of 10%, with effect from financial year ("FY") ending 30 June 2027 ("FY2027").

The proposed adjustment is limited to the Board Chairman's fee and reflects the distinct scope and demands of the role. The existing Directors' fees and Board Committee fees, which were last revised in FY ended 30 June 2025 following a benchmarking exercise, remain aligned with market benchmarks and are considered fair and appropriate. Accordingly, no adjustment to these fees is proposed for FY2027. To support continued alignment with market practices and evolving Board responsibilities, a comprehensive review of the overall Directors' fee structure will be undertaken in 2027. Any proposed revisions arising from that review will be tabled for shareholders' approval at the 58th AGM in respect of the FY ending 30 June 2028. Details of the Directors' fee structure are set out in the Corporate Governance Overview Statement of this Annual Report.

Subject to shareholders' approval, the Directors' fees (inclusive of Board Committees' fees) for the FY2027 shall be payable quarterly in arrears after each completed month of service during the financial year.

The Directors' benefits (other than Directors' fees) consist of meeting attendance allowances, insurance coverage and golf privileges to Non-Executive Directors. In determining the estimated total amount of Directors' benefits, the Board had considered the estimated number of meetings of the Board and its Committees, the estimated proportionate insurance premium, and the estimated usage of golf facilities based on the limits provided by the Company during the relevant period.

4. Ordinary Resolution 6: Re-appointment of Auditors

The ARMC had conducted an evaluation of the performance and effectiveness of BDO, including an assessment of BDO's independence and objectivity. The ARMC, being satisfied with the performance, suitability and independence of BDO as external auditors, has recommended to the Board that BDO be re-appointed at the 57th AGM and its remuneration be determined by the Board. The Board in turn has endorsed the ARMC's recommendation. The representatives of BDO will be present at the 57th AGM.

5. Ordinary Resolution 7: Authority to Directors to issue and allot shares

Ordinary Resolution 7 is to seek a renewal of the general mandate which was approved at the 56th AGM of the Company held on 4 November 2025 and will lapse at the conclusion of the 57th AGM to be held on 4 November 2026.

The general mandate, if approved, will provide flexibility to the Company for any possible fund-raising activities, including but not limited to the 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 will 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 7, to issue and allot 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 to be held in year 2027.

The Company did not issue any new shares pursuant to Sections 75 and 76 of the Act under the general mandate which was approved at the 56th AGM of the Company.

6. Ordinary Resolution 8: Proposed Renewal of Existing Share Buy-Back Authority ("SBB Authority")

Ordinary Resolution 8 is to seek the renewal of the SBB Authority granted by the shareholders to the Company at the 56th AGM of the Company held on 4 November 2025, which will lapse at the conclusion of the 57th AGM to be held on 4 November 2026. The resolution, if passed, will authorise the Company to make market purchases of its own ordinary shares as permitted by the Act.

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If the SBB Authority is renewed at the 57th AGM, the Board will be allowed to purchase up to **ten percent (10%)** of the Company's total number of issued shares, should market conditions and price justify such purchase(s). The Board will only make such purchase(s) under the SBB Authority if doing so could lead to an increase in the net asset value per share held by the remaining shareholders and the purchase(s) are in the best interests of the Company in general, having due regard to appropriate gearing levels, alternative investment opportunities and the overall financial position of the Company.

Any purchase of ordinary shares of the Company will be by means of market purchases through Bursa Securities. Shares purchased under the SBB Authority may either be cancelled or held as treasury shares by the Company. Such treasury shares may subsequently be cancelled, resold for cash, distributed as dividends or otherwise dealt with by the Directors in the manners allowed by the Act.

Please refer to Part A, Share Buy-Back Statement in the Circular to Shareholders dated 6 October 2026 for the explanatory information on the SBB authority.

7. Ordinary Resolution 9: Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions ("RRPT") of a Revenue or Trading Nature (the "Proposed Shareholders' Mandate")

Ordinary Resolution 9 is to seek approval from the shareholders for renewal of the shareholders' mandate for RRPT granted at the 56th AGM held on 4 November 2025. 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 (the **"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. The Proposed Shareholders' Mandate, unless revoked or varied at a general meeting, will expire at the conclusion of the next AGM of the Company to be held in year 2027.

Please refer to Part B of the Circular to Shareholders dated 6 October 2026 for more details on this proposal.

Statement Accompanying Notice of Annual General Meeting

(Pursuant to Paragraph 8.27(2) of the Listing Requirements)

1. Details of individuals who are standing for election as Directors

Other than the retiring Directors standing for re-election at the 57th AGM, no individual is seeking election as a Director at the forthcoming 57th AGM.

2. Statement relating to general mandate for issue of securities in accordance with Paragraph 6.03(3) of the Listing Requirements

Details of the general mandate to issue and allot shares in the Company pursuant to Sections 75 and 76 of the Act are set out in Explanatory Note C(5) to the Agenda.

Personal Data Privacy:

By submitting an instrument appointing proxy and/or representative to participate and vote at the 57th 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 proxy(ies) and representative(s) appointed for the 57th AGM (including any adjournment thereof), and the preparation and compilation of the attendance lists and other documents relating to the 57th 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.