



IOI PROPERTIES
Trusted.
IOI PROPERTIES GROUP BERHAD
Company Registration No. 201301005964 (1035807-A)
(Incorporated in Malaysia)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Thirteenth Annual General Meeting (“**13th AGM**”) of IOI Properties Group Berhad (the “**Company**”) will be convened and held physically (Physical Meeting) at Millennium Ballroom 1, Level 1, Le Méridien Putrajaya, Lebuhr IRC, IOI Resort City, 62502 Putrajaya, Malaysia (“**Meeting Venue**”) and by way of electronic means (Virtual Meeting) via Boardroom Smart Investor Portal (“**BSIP**”) at <https://investor.boardroomlimited.com> (“**Meeting Platform**”) on Thursday, 6 November 2025 at 10:00 a.m. (Malaysia time) for the purpose of considering and if thought fit, passing the following Ordinary Resolutions setting out in this notice:-

AGENDA

- | | | |
|---|---|---|
| 1 | To receive the Audited Financial Statements for the financial year ended 30 June 2025 and the Reports of the Directors and Auditors thereon.
<i>Please refer to Explanatory Note C1</i> | |
| 2 | To re-elect the following Directors retiring by rotation pursuant to Article 91 of the Company's Constitution:-
(i) Datuk Tan Kim Leong @ Tan Chong Min
(ii) Dato' Tan Thean Thye
(iii) Lee Ai Leng
<i>Please refer to Explanatory Note C2</i> | Resolution 1
Resolution 2
Resolution 3 |
| 3 | To approve the payment of Directors' fees (<i>inclusive of Board Committees' fees</i>) of RM3,000,000 for the financial year ending 30 June 2026 payable quarterly in arrears after each month of completed service of the Directors during the financial year.
<i>Please refer to Explanatory Note C3</i> | Resolution 4 |
| 4 | To approve the payment of Directors' benefits (<i>other than Directors' fees</i>) of up to an aggregate amount of RM500,000 for the period from 7 November 2025 until the next Annual General Meeting of the Company to be held in year 2026.
<i>Please refer to Explanatory Note C3</i> | Resolution 5 |
| 5 | To re-appoint PricewaterhouseCoopers PLT, the retiring Auditors, for the financial year ending 30 June 2026 and to authorise the Directors to fix their remuneration.
<i>Please refer to Explanatory Note C4</i> | Resolution 6 |
| 6 | To transact any other business of which due notice shall have been given in accordance with the Companies Act 2016 and the Company's Constitution. | |

By Order of the Board,

Chee Ban Tuck
Company Secretary
(SSM PC 202208000217) (MIA 24078)

Putrajaya
8 October 2025

Notes:

A. Hybrid 13th AGM

- The 13th AGM of the Company will be held on a hybrid mode whereby shareholders, proxies and corporate representatives will have the option to attend the 13th AGM:-
 - physically (in person) at the Meeting Venue (“**Physical Attendance**”); or
 - virtually using Remote Participation and Electronic Voting (RPEV) facilities available on the Meeting Platform at <https://investor.boardroomlimited.com> (“**Virtual Attendance**”).*Please refer to the registration procedures provided in the Administrative Guide for both Physical Attendance and Virtual Attendance.*
- Only shareholders whose names appear in the Record of Depositors and Register of Members as at **21 October 2025** shall be eligible to participate and vote at the 13th AGM or to appoint proxy to participate and vote on his or her behalf.
- All shareholders, proxies and corporate representatives who wish to attend the 13th AGM are **required to pre-register** their attendance at the Meeting Platform to verify their eligibility to attend the 13th AGM based on the Record of Depositors and Register of Members as at **21 October 2025** and to confirm their mode of attendance, either Physical Attendance or Virtual Attendance.
- All 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 (“**Listing Requirements**”) of Bursa Malaysia Securities Berhad (“**Bursa Malaysia**”), all resolutions shall be put to vote by way of a poll.

B. Appointment of Proxy

- 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.
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 2 authorised officers, 1 of whom shall be a director, or of its attorney duly authorised in writing.
- 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 1 securities account (Omnibus Account)*] may appoint more than 1 proxy, provided that the shareholder specifies the proportion of his or her shareholdings to be represented by each proxy. When 2 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.
- 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.
- The proxy form may be submitted in hard copy or by electronic means, not less than 48 hours before the time for holding the 13th AGM or any adjournment thereof, as follows:-
 - 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 Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia.
 - 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 on how to deposit the proxy form electronically.*
- Any corporation which is a shareholder can appoint 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.

- To receive Audited Financial Statements for the financial year ended 30 June 2025 (“FY2025”) and the Reports of the Directors and Auditors thereon**
Pursuant to the provision of Section 340(1)(a) of the Act, the Audited Financial Statements are laid for discussion only. They do not require a formal approval of the shareholders and hence, will not be put forward for voting.
The Chairman will invite shareholders, proxies and corporate representatives to pose questions and offer feedback concerning the Directors' Report, Audited Financial Statements and the Group's business and sustainability performance, in accordance with the mode of communication as outlined in the Administrative Guide.
Shareholders, proxies and corporate representatives will also be given an opportunity to pose questions to the representative(s) of the Company's external Auditors, PricewaterhouseCoopers PLT (“**PwC**”), on matters relevant to the audit of financial statements, including the Auditors' Report.
- Ordinary Resolutions 1 to 3 – Re-election of Retiring Directors**
Datuk Tan Kim Leong @ Tan Chong Min (“**Datuk Tan Chairman**”), Dato' Tan Thean Thye (“**Dato' David Tan**”) and Lee Ai Leng (“**Ms Lee**”) are to retire under Article 91 of the Company's Constitution. The retiring Directors are standing for re-election as Directors of the Company and being eligible for re-election, have offered themselves for re-election at the 13th AGM.
No individual is seeking election (other than re-election of Directors) as Director at the 13th AGM of the Company. The re-election of the retiring Directors shall be voted on individually.
Detailed profile of each retiring Director, including their career history, competencies and experience can be found in the “Board of Directors” section of the Annual Report 2025.
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 (*including any potential conflict of interest*) to continue acting as Directors of the Company in accordance with the Fit and Proper Policy of the Group.
In determining the eligibility of the Directors to stand for re-election at the 13th AGM of the Company, the Nomination and Remuneration Committee (“**NRC**”) had considered the following:-
 - Evaluation on the effectiveness of the Directors in terms of character, experience, integrity, competency and time in discharging their roles as Directors of the Company; and
 - The ability of the Non-Executive Directors to consistently provide constructive challenge to Management and to express their views independently of Management.

Based on the Board Effectiveness Evaluation facilitated by an external professional in FY2025, it was concluded that Datuk Tan Chairman, Dato' David Tan and Ms Lee have made significant and effective contributions as valuable members of the Board of Directors (the “**Board**”) and in their roles (except Datuk Tan Chairman) within the Board Committees.

Datuk Tan Chairman provides strong leadership and guidance to the Board, leveraging his experience as a former audit partner and his broad insights gained from serving as a director across various industry sectors. Dato' David Tan brings extensive experience in the property industry, having previously served as Chief Executive Officer of a property developer, while Ms Lee contributes her legal expertise, particularly in compliance and governance matters, drawn from her prior professional background. Collectively, their diverse expertise and perspectives have enriched the Board's deliberations and enhanced its overall effectiveness.

Pursuant to the foregoing, the retiring Directors standing for re-election have been demonstrating these attributes and desired behaviours as circumstances require. The Independent Non-Executive Directors have also met the independence requirements under the Listing Requirements of Bursa Malaysia and have demonstrated their commitment to the role, exercised due care, and carried out their professional duties proficiently.

The Board (save for retiring Directors who had abstained from deliberations and decisions on their own re-election) had endorsed the foregoing assessment by the NRC, viewing that their re-election would bring benefits to the Company by virtue of their strategic value insights and wealth of experience.

There is no other information that needs to be disclosed pursuant to the Listing Requirements, nor are there other matters that need to be brought to the attention of shareholders in respect of the retiring Directors standing for re-election at the 13th AGM.

- Ordinary Resolutions 4 and 5 – Directors' Fees and Benefits Payable**
The NRC and the Board have reviewed the Directors' fees, taking into account fee levels and trends for similar positions in the market, as well as boardroom diversity and time commitment required from the Directors. The payment of the proposed Directors' fees (inclusive of Board Committees' fees) for the financial year ending 30 June 2026 (“**FY2026 Fees**”) 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, non-cash benefits-in-kind (“**BIK**”) and golf privilege benefit. 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, estimated BIK for living accommodation and the estimated usage of golf facilities based on the limits provided by the Company during the relevant period.
- Ordinary Resolution 6 – Re-appointment of Auditors**
The Company's external Auditors, PwC, are required to seek re-appointment at each AGM at which the Audited Financial Statements are presented. The AC Committee (“**AC**”) had evaluated PwC's performance and effectiveness, including an assessment of their independence, suitability, and objectivity. Having been satisfied with these aspects, the AC recommended to the Board that PwC be re-appointed, with their remuneration to be determined by the Board. The Board had endorsed this recommendation. Representatives of PwC will be present at the 13th AGM.
Shareholders are advised that the Auditor's remuneration for FY2026 audit cannot be determined at the beginning of the financial year, as it will depend on the scope and extent of the audit work required. To enable the amount of remuneration to be charged as operating expenses for FY2026, shareholders' approval is sought at the AGM to delegate authority to the Directors to fix the Auditor's remuneration.

Personal Data Privacy:

By submitting an instrument appointing proxy and/or representative to participate and vote at the 13th 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 13th AGM (including any adjournment thereof), and the preparation and compilation of the attendance lists and other documents relating to the 13th 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.