



PROXY FORM

I/We _____
(Please use block letters)

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

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

NRIC/Co. No. _____
of _____

and/or failing him, the Chairman of the Meeting as my/our proxy/proxies to vote for me/us on my/our behalf at the **Forty-Ninth Annual General Meeting ("49th AGM")** of the Company to be held at **Millennium Ballroom 1 (Level 1), Le Meridien Putrajaya, Lebuhraya IRC, IOI Resort City, 62502 Putrajaya, Malaysia** on **Friday, 26 October 2018** at **10:00 am** or any adjournment thereof.

The proportion of my/our holding to be represented by my/our proxy/proxies are as follows:

First proxy "A" : _____ % No. of Shares Held : _____
Second proxy "B" : _____ %
100% _____ CDS A/C No. : _____

My/our proxy/proxies shall vote as follows:

(Please indicate with an "X" or "✓" in the space provided as to how you wish your votes to be cast. If you do not do so, the proxy/proxies will vote, or abstain from voting on the resolutions as he/they may think fit)

No.	Ordinary Resolutions	First Proxy "A"		Second Proxy "B"	
		For	Against	For	Against
1.	To re-elect Dato' Lee Yeow Chor as a Director				
2.	To re-elect Datuk Karownikaran @ Karunakaran a/l Ramasamy as a Director				
3.	To re-elect Mr Cheah Tek Kuang as a Director				
4.	To approve Directors' Fees for the financial year ending 30 June 2019, Audit and Risk Management Committee fees and Governance, Nominating and Remuneration Committee fees, which payable quarterly in arrears				
5.	To approve the payment of Directors' benefits for the period from 26 October 2018 until the next AGM				
6.	To re-appoint Messrs BDO as Auditors and to authorise the Audit and Risk Management Committee to fix their remuneration				
7.	To authorise the Directors to allot and issue shares pursuant to Section 76 of the Companies Act 2016				
8.	To approve the proposed renewal of existing share buy-back authority				
9.	To approve the proposed renewal of shareholders' mandate for recurrent related party transactions				

Dated this _____ day of _____ 2018

* Delete if inapplicable.

Signature of Shareholder/Common Seal

Notes:

- All the above resolutions are proposed as ordinary resolutions. For any of the ordinary resolutions listed above to be passed at the 49th AGM, more than half the votes cast must be in favour of the resolutions. Voting on all resolutions to be proposed at the 49th AGM will be by way of a poll.
- A shareholder may appoint any person to be his proxy and there shall be no restriction as to the qualification of the proxy.
- An instrument appointing a proxy must be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised.
- Subject to Note 5 below, a shareholder shall not be entitled to appoint more than two (2) proxies to attend and vote at the same meeting. If a shareholder appoints two (2) proxies to attend at the same meeting, the instrument of proxy must specify the proportion of his shareholdings to be represented by each proxy and only one (1) of those proxies is entitled to vote on show of hands.
- Where a shareholder of the company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one (1) securities account, there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds. An exempt authorised nominee refers to an authorised nominee defined under the Securities Industry (Central Depositories) Act 1991 ("SICDA") which is exempted from compliance with the provisions of 25A(1) of the SICDA.
- 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.
- An instrument appointing a proxy must be deposited at Boardroom Corporate Services (KL) Sdn Bhd, Lot 6.05, Level 6, KPMG Tower, 8 First Avenue, Bandar Utama, 47800 Petaling Jaya, Selangor Darul Ehsan, Malaysia not less than 48 hours before the time for holding the 49th AGM or any adjournment thereof.
- Only shareholders whose names appear in the Record of Depositors and Register of Members as at **19 October 2018** shall be eligible to attend the 49th AGM or appoint proxy to attend and vote on his behalf.
- Any corporation which is a shareholder can appoint one (1) or more corporate representatives who may exercise on its behalf all of its power as a shareholder in accordance with the Companies Act 2016.

Personal Data Privacy

By submitting the proxy form, the shareholder accepts and agrees to the collection, use and disclosure of the shareholder's personal data by the Company (or its agents or service providers) for the purpose of preparation and compilation of documents relating to the 49th AGM (including any adjournment thereof).

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

Boardroom Corporate Services (KL) Sdn Bhd
Lot 6.05, Level 6, KPMG Tower
8 First Avenue, Bandar Utama
47800 Petaling Jaya
Selangor Darul Ehsan

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