



# 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 **Fiftieth Annual General Meeting ("50th AGM")** of the Company to be held at **Millennium Ballroom 1 (Level 1), Le Méridien Putrajaya, Lebuhr IRC, IOI Resort City, 62502 Putrajaya, Malaysia** on **Friday, 25 October 2019** 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.	Resolutions		First Proxy "A"		Second Proxy "B"	
			For	Against	For	Against
1.	To approve the payment of a final single tier dividend	Ordinary Resolution 1				
2.	To re-elect Tan Sri Peter Chin Fah Kui as a Director	Ordinary Resolution 2				
3.	To re-elect Lee Yeow Seng as a Director	Ordinary Resolution 3				
4.	To approve Directors' fees for the financial year ending 30 June 2020 payable quarterly in arrears	Ordinary Resolution 4				
5.	To approve the payment of Directors' benefits for the period from 25 October 2019 until the next AGM	Ordinary Resolution 5				
6.	To re-appoint Messrs BDO PLT as Auditors and to authorise the Audit and Risk Management Committee to fix their remuneration	Ordinary Resolution 6				
7.	To approve Datuk Karownikaran @ Karunakaran a/l Ramasamy to continue in office as an Independent Non-Executive Director	Ordinary Resolution 7				
8.	To authorise the Directors to allot and issue shares pursuant to Section 76 of the Companies Act 2016	Ordinary Resolution 8				
9.	To approve the proposed renewal of existing share buy-back authority	Ordinary Resolution 9				
10.	To approve the proposed renewal of shareholders' mandate for recurrent related party transactions	Ordinary Resolution 10				
11.	To approve the proposed gratuity payment to Former Executive Chairman	Ordinary Resolution 11				
12.	To approve the proposed amendments to the Constitution of the Company	Special Resolution				

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2019 \_\_\_\_\_

\* Delete if inapplicable.

Signature of Shareholder/Common Seal

**Notes:**

- 1 Items 1 to 11 above are proposed as ordinary resolutions except item 12 as special resolution. For any of the ordinary resolutions listed above to be passed at the 50th AGM, more than half the votes cast must be in favour of the resolutions. Special resolution requires at least three quarter of the votes cast to be in favour. Voting on all resolutions to be proposed at the 50th AGM will be by way of a poll. The Board believes a poll is more representative of shareholders' voting intentions because shareholders' votes are counted according to the number of shares held.
- 2 A shareholder may appoint any person to be his proxy and there shall be no restriction as to the qualification of the proxy.
- 3 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.
- 4 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.
- 5 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.

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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.

- 6 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.
- 7 An instrument appointing a proxy must be deposited at **Boardroom Corporate Services Sdn Bhd**, Level 6, Symphony House, Pusat Dagangan Dana 1, Jalan PJU 1A/46, 47301 Petaling Jaya, Selangor Darul Ehsan, Malaysia not less than 48 hours before the time for holding the 50th AGM or any adjournment thereof.
- 8 Only shareholders whose names appear in the Record of Depositors as at **18 October 2019** shall be eligible to attend the 50th AGM or appoint proxy to attend and vote on his behalf.
- 9 Any corporation which is a shareholder can appoint one 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 50th AGM (including any adjournment thereof).

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

Boardroom Corporate Services Sdn Bhd  
Level 6, Symphony House  
Pusat Dagangan Dana 1, Jalan PJU 1A/46  
47301 Petaling Jaya  
Selangor Darul Ehsan

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