



PROXY FORM

I/We _____
(full name in block letters)

NRIC/Passport/Company No. _____ Mobile Phone No. _____

of _____
(full address/email address)

being a member(s) of **IOI Corporation Berhad**, hereby appoint _____
(full name in block letters)

NRIC/Passport No. _____ of _____
(full address/email address)

_____ (full address/email address)

or failing him/her, _____
(full name in block letters)

NRIC/Passport No. _____ of _____
(full address)

_____ (full address/email address)

or failing him/her, the Chairman of the Meeting as my/our proxy/proxies to vote for me/us on my/our behalf at the **Fifty-Second Annual General Meeting ("52nd AGM")** of the Company which **will be broadcast from IOI Resort City, Putrajaya, Malaysia and conducted virtually through live streaming hosted at <https://meeting.boardroomlimited.my/> on Tuesday, 26 October 2021 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" : _____ % 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/she/they may think fit)

No.	Ordinary Resolutions	First Proxy "A"		Second Proxy "B"	
		For	Against	For	Against
1.	To re-elect Dr Nesadurai Kalanithi as a Director.				
2.	To re-elect Datuk Karownakaran @ Karunakaran a/l Ramasamy as a Director.				
3.	To re-elect Cheah Tek Kuang as a Director.				
4.	To approve the payment of Directors' fees (inclusive of Board Committees' fees) of RM1,280,000 for the financial year ending 30 June 2022 payable quarterly in arrears after each month of completed service of the Directors during the financial year.				
5.	To approve the payment of Directors' benefits (other than Directors' fees) of up to RM280,000 for the period from 26 October 2021 until the next Annual General Meeting.				
6.	To re-appoint BDO PLT, the retiring Auditors for the financial year ending 30 June 2022 and to authorise the Audit and Risk Management Committee to fix their remuneration.				
7.	To approve Datuk Karownakaran @ Karunakaran a/l Ramasamy to continue in office as an Independent Non-Executive Director.				
8.	To approve Cheah Tek Kuang to continue in office as an Independent Non-Executive Director.				
9.	To authorise the Directors to allot and issue shares pursuant to Section 76 of the Companies Act 2016.				
10.	To approve the proposed renewal of existing share buy-back authority.				
11.	To approve the proposed renewal of shareholders' mandate for recurrent related party transactions.				

Dated this _____ day of _____ 2021

 Signature of Shareholder/Common Seal

Notes:

- 1 Only shareholders whose names appear in the Record of Depositors and Register of Members as at **20 October 2021** shall be eligible to participate and vote at the 52nd AGM or appoint proxy to participate and vote on his or her behalf.
- 2 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.
- 3 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.
- 4 A shareholder of the Company [including an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991 and Exempt Authorised Nominees who hold 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 as regards 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.
- 5 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.
- 6 The proxy form may be made in hard copy or by electronic means, not less than forty-eight (48) hours before the time for holding the 52nd AGM or any adjournment thereof, as follows:
 - (i) **In hard copy form**
The proxy form must be deposited at Boardroom Share Registrars Sdn Bhd, **11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan.**

(ii) **By electronic means**

The proxy form (for individual shareholders only) can also be lodged electronically through Boardroom Smart Investor Online Portal at <https://investor.boardroomlimited.com> by logging in and selecting "**CORPORATE MEETING**" or email to bsr.helpdesk@boardroomlimited.com. Please follow the procedures provided in the Administrative Guide for the 52nd AGM in order to deposit the proxy form electronically.

- 7 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 registering for the remote participation and electronic voting meeting and/or submitting an instrument appointing a proxy(ies) and/or representative(s) to participate and vote at the 52nd 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 proxies and representatives appointed for the 52nd AGM (including any adjournment thereof), and the preparation and compilation of the attendance lists, and other documents relating to the 52nd 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.

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

Boardroom Share Registrars Sdn Bhd
11th Floor, Menara Symphony
No. 5, Jalan Prof. Khoo Kay Kim
Seksyen 13
46200 Petaling Jaya
Selangor Darul Ehsan

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