IOI PROPERTIES
Trusted.

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

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting ("**EGM**") of IOI Properties Group Berhad ("**IOIPG**" or the "**Company**") will be convened and held physically (Physical Meeting) at Millennium Ballroom 1, Level 1, Le Méridien Putrajaya, Lebuh 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 Wednesday, 30 September 2026 at 10.00 a.m. (Malaysian time) or any adjournment thereof, for the purpose of considering and, if thought fit, passing with or without modifications the following resolutions:

ORDINARY RESOLUTION 1

PROPOSED DISPOSALS BY (1) IOI CITY MALL SDN BHD ("ICMSB"), (2) IOI CITY PARK SDN BHD ("ICPSB"), (3) RESORT VILLA DEVELOPMENT SDN BHD ("RVDSB"), (4) IOI CITY HOTEL SDN BHD ("ICHSB"), (5) IOI BUSINESS HOTEL SDN BHD ("IBHSB"), (6) IOI CITY TOWER ONE SDN BHD ("ICTOSB"), (7) IOI CITY TOWER TWO SDN BHD ("ICTTSB") AND (8) FLORA DEVELOPMENT SDN BHD ("FDSB") (COLLECTIVELY, THE "VENDORS") OF (1) IOI CITY MALL, (2) PUTRAJAYA MARRIOTT HOTEL, (3) LE MÉRIDIEN PUTRAJAYA, (4) MOXY PUTRAJAYA, (5) W KUALA LUMPUR, (6) FOUR POINTS BY SHERATON PUCHONG, (7) COURTYARD BY MARRIOTT PENANG (SUBJECT PROPERTIES (AS DEFINED HEREIN) (2) TO (7) ARE HEREIN REFERRED TO AS "HOTEL PROPERTIES"), (8) IOI CITY TOWER ONE, (9) IOI CITY TOWER TWO; AND (10) PFCC TOWERS 1, 2, 4 & 5 (COLLECTIVELY, THE "SUBJECT PROPERTIES") TO IOIPG MALAYSIA REAL ESTATE INVESTMENT TRUST ("IOIPG REIT") FOR A TOTAL SALE AND PURCHASE CONSIDERATION OF APPROXIMATELY RM7.58 BILLION TO BE SATISFIED VIA THE ISSUANCE OF 5,500,000,000 NEW UNDIVIDED INTEREST IN IOIPG REIT ("CONSIDERATION UNITS" OR "UNITS") AT AN ISSUE PRICE OF APPROXIMATELY RM0.90 PER CONSIDERATION UNIT AND CASH CONSIDERATION OF APPROXIMATELY RM2.65 BILLION ("PROPOSED DISPOSALS")

"THAT, subject to the passing of Ordinary Resolutions 2 and 4, the approvals of all relevant authorities and/or parties being obtained (if required) and the conditions precedent in the conditional sale and purchase agreements ("**SPAs**") entered into between the respective Vendors and MTrustee Berhad (on behalf of IOIPG REIT) ("**Trustee**") being fulfilled or waived (as the case may be), approval be and is hereby given to the Company, ICMSB, ICPSB, RVDSB, ICHSB, IBHSB, ICTOSB, ICTTSB and FDSB to dispose of the respective Subject Properties to the Trustee (on behalf of IOIPG REIT) for a total sale and purchase consideration of approximately RM7.58 billion, to be satisfied via the issuance of 5,500,000,000 Consideration Units with an aggregate value of approximately RM4.92 billion and the payment of the cash consideration of approximately RM2.65 billion, upon the terms and conditions contained in the respective SPAs.

THAT, approval be and is hereby given to (1) ICHSB, (2) RVDSB, and (3) IBHSB (collectively, the "**Master Lessees**") to lease from the Trustee, for and on behalf of IOIPG REIT, the Hotel Properties, in accordance with the terms and conditions of the respective hotel master lease agreements ("**HMLAs**") entered into between the Trustee, for and on behalf of IOIPG REIT, as the lessor and the respective Master Lessees ("**Proposed Leases**").

THAT the board of directors of the Company ("**Board**") be and is hereby empowered and authorised to determine and at any time following determination, vary, if deemed fit, necessary and/or expedient, any adjustments to be made to the total sale and purchase consideration for any or all of the Subject Properties and the number of the Consideration Units and/or composition of cash or the Consideration Units to be received in connection with the Proposed Disposals, in such manner as the Board shall, in its absolute discretion, deem fit or expedient or in the best interests of the Company.

THAT the proceeds arising from the Proposed Disposals be utilised for the purposes set out in Section 4 of the circular to shareholders dated 15 September 2026 of the Company in relation to the Proposals ("**Circular**"), and the Board be authorised with full powers to vary the manner and/or purposes of utilisation of such proceeds in such manner as the Board may deem fit, necessary and/or expedient in the best interest of the Company, subject to the relevant approval(s) of being obtained (where required).

THAT the Board and the Trustee be and are hereby authorised to do all such acts, deeds and things and to execute, enter into, sign and deliver any arrangements, guarantees and/or documents as the Board and the Trustee deem fit, necessary, expedient and/or appropriate in order to implement, finalise and/or give full effect to and complete the Proposed Leases for and on behalf of IOIPG REIT and in the best interest of IOIPG REIT and where applicable, with full powers to assent to any terms, conditions, modifications, variations and/or amendments as may be required by the relevant regulatory authorities or as the Board and the Trustee may deem fit, necessary, expedient and/or appropriate to implement, finalise and/or give full effect to and complete the Proposed Leases.

AND THAT the Board be and is hereby authorised and empowered to give full effect to the Proposed Disposals and Proposed Leases with full power to negotiate, approve, agree and/or assent to any conditions, variations, revaluations, modifications, adjustments and/or amendments in any manner as may be required/permitted by the relevant authorities or deemed necessary by the Board, to deal with all matters incidental, ancillary to and/or relating thereto, to take all such steps to execute and deliver and/or cause to be executed and delivered the SPAs, memorandum of transfer in favour of the Trustee, the application(s) for the approval of the state authority in respect of the restriction-in-interest for the disposals of the Subject Properties to the Trustee (if applicable), the HMLAs and other arrangements in connection with the proposed listing of the Consideration Units and all such other agreements, arrangements, undertakings, indemnities, transfers, extensions, assignments, deeds, confirmations, declarations and/or guarantees to any party or parties as may be deemed necessary and to do all such acts and matters as it may consider necessary to implement, finalise and give full effect to and complete the Proposed Disposals and Proposed Leases."

ORDINARY RESOLUTION 2

PROPOSED OFFERING OF UP TO 2,200,000,000 UNITS IN IOIPG REIT ("OFFER UNITS") BY IOIPG COMPRISING:

A. PROPOSED RETAIL OFFERING OF 715,614,537 OFFER UNITS, SUBJECT TO CLAWBACK AND REALLOCATION PROVISIONS IN THE FOLLOWING MANNER:

(i) RESTRICTED OFFERING OF 550,614,537 OFFER UNITS ("RESTRICTED OFFER UNITS") TO THE ENTITLED SHAREHOLDERS OF IOIPG ON THE BASIS OF 1 RESTRICTED OFFER UNIT FOR EVERY 10 EXISTING ORDINARY SHARES IN IOIPG HELD BY THE SHAREHOLDERS OF IOIPG WHOSE NAMES APPEAR ON THE RECORD OF DEPOSITORS OF IOIPG AS AT THE CLOSE OF BUSINESS ON AN ENTITLEMENT DATE TO BE DETERMINED AND ANNOUNCED LATER BY THE BOARD OF DIRECTORS OF THE COMPANY ("BOARD") ("PROPOSED RESTRICTED OFFERING");

(ii) RESTRICTED OFFERING OF 55,000,000 OFFER UNITS TO THE ELIGIBLE DIRECTORS OF IOIPG AND IOIPG REIT MANAGEMENT SDN BHD (BEING THE MANAGER OF IOIPG REIT) ("MANAGER"), ELIGIBLE EMPLOYEES OF THE

MANAGER, IOIPG AND ITS SUBSIDIARIES ("IOIPG GROUP") AS WELL AS ELIGIBLE BUSINESS ASSOCIATES OF IOIPG GROUP ("PROPOSED RESTRICTED PINK FORM OFFERING"); AND

(iii) PUBLIC OFFERING OF 110,000,000 OFFER UNITS, FOR APPLICATION BY THE MALAYSIAN PUBLIC, OF WHICH 55,000,000 OFFER UNITS ARE RESERVED FOR APPLICATION BY THE BUMIPUTERA PUBLIC ("PROPOSED PUBLIC OFFERING"),

AT THE RETAIL PRICE TO BE DETERMINED LATER; AND

B. PROPOSED INSTITUTIONAL OFFERING OF UP TO 1,484,385,463 OFFER UNITS, SUBJECT TO CLAWBACK AND REALLOCATION PROVISIONS AS WELL AS THE OVER-ALLOTMENT OPTION, IN THE FOLLOWING MANNER:

(i) 687,500,000 OFFER UNITS ARE RESERVED FOR BUMIPUTERA INVESTORS APPROVED BY THE MINISTRY OF INVESTMENT, TRADE AND INDUSTRY OF MALAYSIA; AND

(ii) UP TO 796,885,463 OFFER UNITS TO THE OTHER MALAYSIAN AND FOREIGN INSTITUTIONAL AND SELECTED INVESTORS,

AT THE INSTITUTIONAL PRICE TO BE DETERMINED BY WAY OF BOOKBUILDING ("PROPOSED INSTITUTIONAL OFFERING").

(COLLECTIVELY "PROPOSED OFFERING")

"THAT subject to the passing of Ordinary Resolutions 1 and 4 and the approvals of all relevant authorities and/or parties being obtained (if required), approval be and is hereby given for the Company and IOIPG to undertake and implement the Proposed Offering in the manner set out in Section 2.3 of the Circular.

THAT the Board be and is hereby empowered and authorised to deal with any fractional entitlements, if any, that may arise from the Proposed Restricted Offering in such manner and on such terms and conditions as the Board shall in its absolute discretion deem fit, necessary and/or expedient or in the best interests of the Company (including, without limitation to disregard such fractional entitlements).

THAT the Board be and is hereby empowered and authorised to make available for subscription by the institutional investors and selected investors such Offer Units under the Proposed Institutional Offering.

THAT the proceeds from the Proposed Offering be used for the purposes as set out in Section 4 of the Circular, and the Board be authorised with full powers to vary the manner and/or purpose of use of such proceeds in such manner as the Board may deem fit, necessary and/or expedient or in the best interests of the Company, subject to the relevant approval(s) being obtained (where required).

AND THAT the Board be and is hereby authorised and empowered to take all such steps and to do all acts, deeds and things to execute, enter into, sign and deliver for and on behalf of the Company, all such documents as it may deem necessary, expedient and/or appropriate to implement and give full power to fix and vary the entitlement date and time, payment date and/or effective date for the Proposed Offering and assent to and accept any conditions, modifications, variations, arrangements and/or amendments as may be required or imposed or permitted by the relevant authorities/parties and with full power to make any amendments, variations or modifications to the terms and/or conditions of the Proposed Offering, including any amendments to the number of Units to be offered under the Proposed Offering, in any manner as the Board may in its absolute discretion deem fit, necessary, expedient and/or appropriate in the best interests of the Company."

ORDINARY RESOLUTION 3

PROPOSED ALLOCATION OF THE OFFER UNITS TO THE ELIGIBLE DIRECTORS OF THE COMPANY UNDER THE PROPOSED RESTRICTED PINK FORM OFFERING

"THAT, subject to the passing of Ordinary Resolutions 1, 2 and 4 and the approvals of all relevant authorities being obtained, approval be and is hereby given to the board of directors of the Company ("**Board**") to

allocate an aggregate of 11,000,000 Offer Units to the following eligible directors of the Company pursuant to the Proposed Restricted Pink Form Offering:

Name	Designation	No. of Pink Form Units allocated
Datuk Tan Kim Leong @ Tan Chong Min	Non-Independent Non-Executive Chairman	1,500,000
Dato' Lee Yeow Chor	Non-Independent Non-Executive Director	1,500,000
Datuk Dr Tan Kim Heung	Non-Independent Non-Executive Director	1,500,000
Dato' Lee Yeow Seng	Group Chief Executive Officer	6,500,000
		11,000,000

AND THAT the Board be and is hereby authorised to take such steps as are necessary or expedient to implement, finalise or to give full effect to the proposed allocation to the eligible directors of the Company with full power to assent to any terms, conditions, modifications, variations and/or amendments as may be imposed and/or permitted by the relevant authorities or otherwise thought fit by the Board to be in the best interest of the Company, to execute, sign and deliver on behalf of the Company all such agreements, arrangements and documents as may be necessary to give full effect to, complete and implement the proposed allocation to the eligible directors of the Company as well as to deal with all matters relating thereto and/or to do all such acts and things as the Board may deem fit and expedient in the best interest of the Company."

ORDINARY RESOLUTION 4

PROPOSED ADMISSION OF IOIPG MALAYSIA REAL ESTATE INVESTMENT TRUST ("IOIPG REIT") TO THE OFFICIAL LIST OF THE MAIN MARKET OF BURSA MALAYSIA SECURITIES BERHAD ("BURSA SECURITIES") AND THE LISTING OF AND QUOTATION FOR 5,500,000,000 UNITS ON THE MAIN MARKET OF BURSA SECURITIES ("PROPOSED LISTING")

"THAT subject to the passing of Ordinary Resolutions 1 and 2 and the approvals of all relevant authorities and/or parties being obtained (if required), approval be and is hereby given to the Company to undertake and implement the Proposed Listing.

AND THAT the board of directors of the Company ("**Board**") be and is hereby authorised and empowered to complete and to do all such steps and to do all acts, deeds and things (including approving, modifying and executing all documents) as it may consider necessary, expedient and/or appropriate in connection with the Proposed Listing with full power to give effect or assent to any conditions, modifications, variations and/or amendments in any manner as may be required/permitted by the relevant authorities/parties or otherwise deemed by the Board to be in the best interests of the Company."

By Order of the Board
IOI PROPERTIES GROUP BERHAD

TAN CHOONG KHIANG (SSM PC 201908000048 /MAICSA 7018448)
JOANNE SWEE HUI CHENG (SSM PC 201908003976 /MAICSA 7063907)
Joint Company Secretaries
Putrajaya

15 September 2026

Notes:

A. Hybrid EGM

1. The EGM of the Company will be held on a hybrid mode whereby shareholders, proxies and corporate representatives will have the option to attend the EGM:

   (a) physically (in person) at the Meeting Venue ("**Physical Attendance**"); or

   (b) 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.

2. Only shareholders whose names appear in the Record of Depositors and Register of Members as at 17 September 2026 shall be eligible to participate and vote at the EGM 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 EGM are **NOT required to pre-register** their attendance at Meeting Platform to verify their eligibility to attend the EGM.

4. Section 3 of the Circular explains the rationale for the Proposals underlying each ordinary resolution. Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all ordinary resolutions will be voted on by poll, with each resolution carried if more than half of the votes cast on it are in favour.

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 2 authorised officers, 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 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.

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 48 hours before the time for holding the EGM 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 Prof. 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 on how to deposit the Proxy Form electronically.*

6. 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.

Personal data privacy:

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