



**IOI PROPERTIES**

**IOI PROPERTIES GROUP BERHAD  
201301005964 (1035807-A)**

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**INTEGRITY COMMITTEE**

**Terms of Reference**

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## 1. OBJECTIVES

The Integrity Committee of IOI Properties Group Berhad was formed on 25 February 2022 (and amended from time to time).

The principal objective of the Integrity Committee is to assist the Board of Directors of IOI Properties Group Berhad (“**Board**”) in fulfilling its responsibilities to ensure that IOI Properties Group Berhad and each of its subsidiaries (“**IOIPG**”) comply with their legal and ethical obligations.

Specifically, the role of the Integrity Committee includes assisting the Board in relation to IOIPG’s integrity and compliance requirements including but not limited to:

- 1.1 Continuous monitoring of issues arising from the the Anti-Bribery and Anti-Corruption Framework (“[ABC Framework](#)”) via the existing Anti-Bribery and Anti-Corruption Policy (“[ABC Policy](#)”);
- 1.2 Monitoring and overseeing overall issues of corruption, malpractice and unethical conduct within IOIPG by the formulation of a strong governance, ethical and integrity culture within IOIPG;  
and
- 1.3 Overseeing compliance with laws and regulations and observance of a proper code of conduct which is in accordance with the [Code of Conduct and Business Ethics](#).

## 2. MEMBERSHIP

The Integrity Committee shall be made up of at least four (4) members, which consists of the following representatives:

- 2.1 The Chief Financial Officer;
- 2.2 One (1) representative from Group Finance;
- 2.3 One (1) representative from Group Legal; and
- 2.4 One (1) representative from Group People and Culture.

## 3. AUTHORITY

The Integrity Committee is authorised by the Board to:

- 3.1 Investigate any matters within these Terms of Reference and the ABC Policy;
- 3.2 Have the resources in order to perform the duties as set out in these Terms of Reference and the ABC Policy;
- 3.3 Proactively consider and make recommendation to the Risk Management Committee or the Board on the effectiveness of the ABC Framework and ABC Policy;
- 3.4 Have full and unrestricted access to the management, books, records and documents of IOIPG;
- 3.5 Seek further information and/or conduct any investigation on the alleged Employee and/or Business Associate;
- 3.6 Obtain external legal and/or other independent professional advice, if the Integrity Committee considers necessary; and
- 3.7 Have direct communication channels to the external auditors, whenever deemed necessary.

Such other power and authorities as may be granted by the Board from time to time so as to enable the Integrity Committee to undertake their duties and responsibilities under these Terms of Reference effectively.

#### 4. DUTIES AND RESPONSIBILITIES

In fulfilling its primary objectives, the Integrity Committee shall undertake the following duties and responsibilities:

- 4.1 Provide updates (where available) to the Board that is guided by the Guidelines on Adequate Procedures issued pursuant to Section 17A(5) of the Malaysian Anti-Corruption Commission (Amendment) Act 2018, or such other prevailing laws, regulations and/or guidelines relating to anti-bribery and anti-corruption and if relevant, best practices or recognised framework as may be issued by the relevant authorities or organisation from time to time (“**Anti-Corruption Laws**”);
- 4.2 Monitor the continued progress of the ABC Framework;
- 4.3 Regularly review the adequacy and effectiveness of the ABC Framework and ABC Policy and where necessary, updating or varying the ABC Framework, taking into consideration the Anti-Corruption Laws;
- 4.4 Respond to all enquiries in relation to the ABC Policy;
- 4.5 Maintain and keep under review the investigation on integrity complaints via the **Integrity Committee Email Channel** ([integrity@ioiproperties.com.my](mailto:integrity@ioiproperties.com.my)), as well as an effective and efficient set of investigation procedures, which aims to provide protection and confidentiality;
- 4.6 Coordinate and ensure internal and external communication and training to Employees and Business Associates on the ABC Policy;
- 4.7 Maintain register and records on the activities carried out by the Integrity Committee including meeting minutes and trainings conducted as well as administer the Gift Register;
- 4.8 If required, on an ad hoc basis, the Integrity Committee, Audit Committee and Risk Management Committee to coordinate their activities and work together to ensure the necessary exchange of information to capture and assess all relevant risks for the performance of duties; and
- 4.9 Such other duties as may be required by the Board arising from the ABC Framework or in connection with the Anti-Corruption Laws.

#### 5. REPORTING OBLIGATIONS

The Integrity Committee’s Chairperson shall provide half-yearly updates to the Risk Management Committee on the implementation of the ABC Framework and the Integrity Committee’s activities during the year.

#### 6. MEETINGS

- 6.1 The Integrity Committee shall meet at least twice a year and/or otherwise as necessarily required.
- 6.2 All members of the Integrity Committee are required to attend the meeting in person or through other approved means such as teleconferencing or video conferencing.
- 6.3 The Chief Financial Officer who is a member of the Integrity Committee shall preside as chairperson at every meeting of the Integrity Committee. In the absence of the Chief Financial Officer, the members present shall elect one of their members to chair that particular meeting.
- 6.4 The presiding chairperson may invite other people to attend a meeting as he or she sees fit, based on a specific scope or skill set required for the meeting.

- 6.5 A member of the Integrity Committee shall act as a secretary to minute the meetings, including recording the names of those present and in attendance.

## 7. INVESTIGATION AND DOCUMENTATION OF REPORT

Any bribery, corruption or violation of the ABC Policy which is reported, detected or reasonably suspected (“**Incident**”) shall be received by the Integrity Committee.

### 7.1 Minor Incident

Upon receipt of information alleging an Incident other than a Major Incident (as defined in paragraph 7.2(a) below) (“**Minor Incident**”), the Integrity Committee will conduct a preliminary investigation to assess the credibility of the information received and to determine whether there is sufficient basis to initiate a full investigation on the Minor Incident.

- (a) If the Integrity Committee determines that the allegation in the Minor Incident is without merit or is unsupported by the facts, the preliminary investigation will be closed, and the person who made the allegation will be notified in writing.
- (b) When a preliminary inquiry is closed, the Integrity Committee will prepare a short report summarising the actions taken and the reasons for ending the investigation.
- (c) If the Integrity Committee reasonably believes that there are sufficient facts following a preliminary investigation to warrant a more comprehensive review or that an apparent violation of the ABC Policy has occurred, a full investigation will be initiated based on established objectives and a plan of actions.
- (d) The investigation should be carried out by the Integrity Committee or if deemed appropriate by the Integrity Committee, any other persons and/or external party.
- (e) The investigation should promptly establish the facts and collect all necessary evidence by, for example:
  - (i) making enquiries to establish the facts;
  - (ii) collecting together all relevant documents and other evidence;
  - (iii) obtaining witness evidence; and
  - (iv) where possible and reasonable, requesting reports on the issue to be made in writing and signed by the individuals making them.
- (f) In undertaking the investigation and any follow-up action, the Integrity Committee needs to consider relevant factors, for example:
  - (i) applicable laws (legal advice may need to be taken);
  - (ii) the safety of Employees;
  - (iii) the risk of defamation when making statement;
  - (iv) the protection of people making reports and of others involved or referenced in the report;
  - (v) potential criminal, civil and administrative liability, financial loss and reputational damage for IOIPG and Employees;
  - (vi) any legal obligation or benefit to IOIPG to report to the relevant authorities;
  - (vii) keeping the issue and investigation confidential; and

- (viii) the need for top management to require the full cooperation of Employees in the investigation.
- (g) Upon the conclusion of an investigation and/or the Integrity Committee has sufficient information to be able to make a recommendation to the Audit Committee, the Integrity Committee or Audit Committee (as the case may be) should consider and make decision on appropriate follow-up actions.

## 7.2 Major Incidents

- (a) If:
  - (i) the Incident represents a serious risk to IOIPG’s business (including, but not limited to, a reputational, legal or financial risk); or
  - (ii) the Incident involves any Employee from senior management; or
  - (iii) the Incident exposes any member of the Integrity Committee to an actual or perceived Conflict of Interest,

(each a “**Major Incident**”), the Major Incident must be promptly escalated to the Audit Committee. If any member of the Audit Committee is implicated in the concern, then the Major Incident should be escalated to the Board and the following procedures will be followed.

For the purpose of this paragraph, “**Conflict of Interest**” means:

- (i) his/her judgment may be affected by biases or predispositions;
  - (ii) he/she has witnessed the conduct at issue or has personal knowledge of the facts surrounding the allegation;
  - (iii) he/she has a personal or close working relationship with any of the parties involved in the investigation; or
  - (iv) due to other facts or circumstances, a reasonable person would believe a conflict of interest may exist.
- (b) The report will be recorded and an investigative file will be established. In the case of an oral report, the party receiving the report is required to prepare a written summary.
  - (c) The Audit Committee or the Board (as the case may be) will promptly commission the conduct of an investigation. At the election of the Audit Committee or the Board (as the case may be), the investigation may be conducted by the Integrity Committee, any other persons or by external party appointed by the Audit Committee or the Board (as the case may be).
  - (d) The investigation will document all relevant facts, including persons involved, times and dates.
  - (e) The identity of a person filing a report will be treated as confidential and only be revealed on a “need to know” basis or as required by law pursuant to an investigation or legislation.
  - (f) Upon completion of the investigation, a written investigative report will be provided to the Audit Committee or the Board (as the case may be) by the persons appointed to conduct the investigation.
  - (g) If any unlawful, violative or other questionable conduct is discovered, the Audit Committee or the Board (as the case may be) shall cause to be taken such remedial actions as the Audit Committee or the Board (as the case may be) deems appropriate under the circumstances to achieve compliance with the ABC Policy and Anti-

Corruption Laws, and to otherwise remedy any unlawful, violative or other questionable conduct. The persons appointed to conduct the investigation shall prepare, or cause to be prepared, a written summary of the remedial actions taken.

- (h) In each case, the written investigative report (or summary of any oral report), and a written summary of the remedial actions taken in response to the investigative report shall be retained along with the original report by or under the Audit Committee or the Board (as the case may be).

All information, documents, records and reports relating to the investigation of an Incident shall be kept securely to ensure its confidentiality.

For information pertaining to IOIPG which are reasonably expected to have a material effect on the market price, value or market activity of IOIPG's securities ("Material Information"), there is a need to provide accurate, clear, timely and complete disclosure to shareholders, investors and the public generally. Any announcement of Material Information shall be approved by the Executive Vice Chairman prior to its release. The Chief Executive Officer shall be the primary spokesperson to communicate with the investment community, regulators or the media relating to any Material Information previously announced.

## **8. CONFLICT OF INTEREST**

Where any members are deemed to have a real or perceived conflict of interest in connection with the member's works, the said member will be excused from the Integrity Committee's discussions on the issue where the conflict exists.

## **9. REVISION**

The Integrity Committee may review and reassess the adequacy of these Terms of Reference annually or otherwise as and when deemed necessary. The review shall include identifying improvements to these Terms of Reference and other matters before presenting to the Risk Management Committee for approval. Upon the Risk Management Committee's approval, the said revision or amendment shall form part of these Terms of Reference and these Terms of Reference shall be considered duly revised or amended.

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