



NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 39th Annual General Meeting (“AGM”) of IJM CORPORATION BERHAD [198301008880 (104131-A)] will be held virtually through live streaming from the broadcast venue at the Multipurpose Hall, 3rd Floor, Wisma IJM, Jalan Yong Shook Lin, 46050 Petaling Jaya, Selangor Darul Ehsan, Malaysia (“Broadcast Venue”) on Tuesday, 29 August 2023, at 10.00 a.m. to transact the following matters:-

1. To receive the audited financial statements for the year ended 31 March 2023 together with the reports of the Directors and Auditors thereon.
2. To re-elect the following Directors who retire by rotation in accordance with Clause 88 of the Company’s Constitution and who being eligible, offer themselves for re-election:-
 - a) Tan Sri Dato’ Tan Boon Seng @ Krishnan (Resolution 1)
 - b) Lee Chun Fai (Resolution 2)
 - c) Azhar Bin Ahmad (Resolution 3)

Please refer to Explanatory Note 1

3. To re-appoint PricewaterhouseCoopers PLT as Auditors and to authorise the Directors to fix their remuneration. (Resolution 4)

4. As special business to consider and pass the following resolutions:-

- a) DIRECTORS’ FEES
 - (i) “THAT the Directors’ fees of RM1,871,400 for the year ended 31 March 2023 be approved to be divided amongst the Non-Executive Directors in such manner as they may determine.” (Resolution 5)

Please refer to Explanatory Note 2

- (ii) “THAT the payment of Directors’ fees to the Non-Executive Directors for the period from 1 April 2023 until the next Annual General Meeting based on the following structure be approved:- (Resolution 6)

Fees per person	Board (RM/annum)	Audit Committee (RM/annum)	Audit Committee (India Operations) (RM/annum)	Nomination & Remuneration Committee (RM/annum)
Chairperson	300,000	75,000	60,000	37,500
Member	150,000	56,600	-	28,700

Please refer to Explanatory Note 2

- b) DIRECTORS’ BENEFITS (Resolution 7)

“THAT the payment of Directors’ benefits to the Non-Executive Directors for the period from 30 August 2023 until the next Annual General Meeting be approved as follows:-

 - (i) meeting allowance of RM1,500 per person for each meeting attended; and
 - (ii) other benefits of up to an amount of RM375,500.”

Please refer to Explanatory Note 2

NOTICE OF ANNUAL GENERAL MEETING (cont'd)

c) DIRECTORS' FEES AND MEETING ALLOWANCE OF SUBSIDIARIES

"THAT the payment of Directors' fees and/or meeting allowance by subsidiaries to several Non-Executive Directors be approved as follows:-

- (i) Directors' fees of RM96,000 for the year ended 31 March 2023; (Resolution 8)
- (ii) Directors' fees of RM48,000 each per annum for the period from 1 April 2023 until the next Annual General Meeting; and (Resolution 9)
- (iii) Directors' meeting allowance of RM1,000 per person for each meeting attended during the period from 30 August 2023 until the next Annual General Meeting." (Resolution 10)

Please refer to Explanatory Note 2

d) PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY (Resolution 11)

"THAT the Directors be and are hereby authorised to purchase the ordinary shares of the Company through the stock exchange of Bursa Malaysia Securities Berhad at any time upon such terms and conditions as the Directors in their absolute discretion deem fit provided that:-

- i) the aggregate number of shares purchased (which are to be treated as treasury shares) does not exceed 10% of the total number of issued shares of the Company; and
- ii) the funds allocated for the purchase of shares shall not exceed its retained profits

AND THAT the Directors be and are hereby further authorised to deal with the treasury shares in their absolute discretion (which may be distributed as dividends, resold, transferred, cancelled and/or in any other manner as prescribed by the Companies Act 2016, and the relevant rules, regulations and/or requirements)

AND THAT such authority shall continue to be in force until:-

- a) the conclusion of the next Annual General Meeting ("AGM");
- b) the expiration of the period within which the next AGM is required by law to be held; or
- c) revoked or varied in a general meeting, whichever occurs first."

Please refer to Explanatory Note 3

By Order of the Board

Ng Yoke Kian
Company Secretary
CCM PC No. 202008000554
MAICSA 7018150

Petaling Jaya
31 July 2023

NOTICE OF ANNUAL GENERAL MEETING (cont'd)

IMPORTANT NOTICE

A. VIRTUAL MEETING

The 39th AGM of the Company will be conducted online from the Broadcast Venue. Members can attend, participate and vote in the meeting remotely (online) via the Remote Participation and Voting ("RPV") Facilities provided by Tricor Investor & Issuing House Services Sdn. Bhd. ("Tricor") which are available on its TIH Online website at <https://tiih.online>. Please follow the procedures provided in the Administrative Guide for the 39th AGM in order to register, participate and vote remotely via the RPV Facilities.

The Broadcast Venue is strictly for the purpose of complying with Section 327(2) of the Companies Act 2016 which requires the Chairperson of the meeting to be present at the main venue of the meeting.

No members or proxies shall be physically present at the Broadcast Venue on the day of the meeting.

B. APPOINTMENT OF PROXY AND ENTITLEMENT OF ATTENDANCE

- (i) every member, including authorised nominee and exempt authorised nominee which holds securities for multiple beneficial owners in one (1) securities account (Omnibus Account), is entitled to appoint another person as his proxy and such proxy need not be a member;
- (ii) a member who appoints a proxy must duly execute the Form of Proxy, and if more than one (1) proxy is appointed, the number of shares to be represented by each proxy must be clearly indicated;
- (iii) a corporate member who appoints a proxy must execute the Form of Proxy under seal or the hand of its officer or attorney duly authorised;
- (iv) only members whose names appear in the Record of Depositors and/or Register of Members as at **22 August 2023** will be entitled to attend and vote at the meeting;
- (v) the duly executed Form of Proxy may be deposited in a hard copy form or by electronic means in the following manner before **10.00 a.m. on 28 August 2023**:
 - (a) In hard copy form
submit to the Share Registrar of the Company, Tricor at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or its Customer Service Counter at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia; OR
 - (b) By electronic form
lodge via TIH Online website at <https://tiih.online> by following the procedures provided in the Administrative Guide for the 39th AGM; and
- (vi) a member who has appointed a proxy or authorised representative to attend and vote at the 39th AGM via RPV Facilities must request his/her proxy or authorised representative to register himself/herself for RPV at TIH Online website at <https://tiih.online>. Please follow the procedures in the Administrative Guide for the 39th AGM.

C. The Annual Report, Share Buy-Back Statement, Form of Proxy and Administrative Guide are available for viewing and/or downloading at <https://www.ijm.com/investor/agm>.

EXPLANATORY NOTES ON ORDINARY/SPECIAL BUSINESS

1. RE-ELECTION OF DIRECTORS

Tan Sri Dato' Tan Boon Seng @ Krishnan, Lee Chun Fai and Azhar Bin Ahmad have respectively signed a declaration of fitness and propriety according to the Fit and Proper Policy of the Company, and being eligible, have offered themselves for re-election at this AGM. The Directors have met the fit and proper criteria as set out in the Directors' Fit and Proper Policy.

The performance of each Director subject for re-election had been assessed through the annual Board Effectiveness Evaluation. The Nomination & Remuneration Committee and the Board are satisfied with the performance of the Directors, and are of the view that their continued service would benefit the Company and its stakeholders.

The profiles of the Directors who are subject for re-election are set out on pages 40 to 44 of the Annual Report 2023.

2. DIRECTORS' FEES AND BENEFITS

Pursuant to Section 230(1) of the Companies Act 2016, the fees of the directors, and any benefits payable to the directors of a listed company and its subsidiaries shall be approved at the general meeting.

(a) Resolution 5

If approved, will authorise the payment of Directors' fees for the year ended 31 March 2023 ("FY2023") to the Non-Executive Directors ("NED"). The amount of RM1,871,400 is derived based on the fee structure set out below:-

Fees per person	Board (RM/annum)	Audit Committee (RM/annum)	Audit Committee (India Operations) (RM/annum)	Nomination & Remuneration Committee (RM/annum)
Chairperson	300,000	75,000	60,000	37,500
Member	150,000	56,600	-	28,700

(b) Resolution 6

If approved, the payment of Directors' fees to NED will be made on a quarterly basis, upon the discharge of responsibilities and rendering of services by the NED, based on the fee structure for the period from 1 April 2023 until the next AGM in year 2024.

(c) Resolution 7

If approved, will authorise the payment of Directors' benefits to NED by the Company for the period from 30 August 2023 until the next AGM in year 2024. The meeting allowance for a NED is RM1,500 per meeting. The amount of RM375,500 for other benefits consist of overseas allowance of the Chairman of Audit Committee (IJM India Operations), travel and medical claim of the NEDs and car benefits of the Non-Executive Chairman.

(d) Resolutions 8, 9 and 10

(i) The Resolution 8 is in relation to the payment of Directors' fees by two (2) subsidiaries for FY2023 to some of the NED of the Company. The details are as follows:-

Subsidiaries	Name of Directors	Amount (RM)
IJM Land Berhad ("IJML")	Datuk Lee Teck Yuen ("DLTY")	48,000
IJM Construction Sdn Bhd ("IJMC")	Dato' Ir. Tan Gim Foo ("DTGF")	48,000
	Total	96,000

(ii) The Resolution 9 is in relation to the payment of Directors' fees by IJML and IJMC to DLTY and DTGF respectively, as well as other NEDs who may be newly appointed to the Board of IJML and IJMC. The payment of RM48,000 each person per annum will be made on a quarterly basis, upon the discharge of responsibilities and rendering of services by the NED, for the period from 1 April 2023 until the next AGM in year 2024; and

(iii) The Resolution 10 is in relation to meeting allowance payable by IJMC, IJML and other subsidiaries for Board meetings to be attended by DLTY, DTGF and other NEDs who may be invited to attend the meetings, during the period from 30 August 2023 until the next AGM in year 2024. All of them are entitled to a meeting allowance of RM1,000 per person for each meeting attended.

The Directors' fees and/or meeting allowance payable by IJML and IJMC are subject to the shareholders' approval at the general meetings of IJML and IJMC respectively.

3. SHARE BUY-BACK AUTHORITY

The details of the proposal are set out in the Share Buy-Back Statement dated 31 July 2023, which is available at the Company's website at <https://www.ijm.com/investor/agm>.