

THIS STATEMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in any doubt as to the course of action to be taken, you should consult your stockbroker, bank manager, solicitor, accountant or other professional advisers immediately.

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**IJM
CORPORATION
BERHAD**

198301008880 (104131-A)

SHARE BUY-BACK STATEMENT

in relation to the

PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY

and

EXTRACT OF NOTICE OF ANNUAL GENERAL MEETING

The above proposal will be tabled as special business at the 39th Annual General Meeting (“AGM”), which 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 on Tuesday, 29 August 2023, at 10.00 a.m.

The Notice of the AGM, Form of Proxy, Administrative Guide and this Statement, are published at the Company’s website at <https://www.ijm.com/investor/agm>. Please follow the procedures provided in the Administrative Guide for 39th AGM in order to register, participate and vote remotely.

A member who appoints proxy may deposit the duly executed Form of Proxy 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 Investor & Issuing House Services Sdn. Bhd. 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 TIIH Online website at <https://tiih.online> by following the procedures provided in the Administrative Guide for the 39th AGM.

The lodging of the Form of Proxy will not preclude you from participating and voting remotely at the 39th AGM should you subsequently wish to do so.

This Statement is dated 31 July 2023

DEFINITIONS

Except where the context otherwise requires, the following definitions shall apply throughout this Statement:-

Act	Companies Act, 2016, as amended from time to time and any re-enactment thereof
AGM	Annual General Meeting
Board or Directors	Directors of IJM
Bursa Securities	Bursa Malaysia Securities Berhad 200301033577 (635998-W)
Code	Malaysian Code on Take-Overs and Mergers, 2016
EPS	Earnings per share
IJM / the Company	IJM Corporation Berhad 198301008880 (104131-A)
IJM Group / Group	IJM and its subsidiaries
Listing Requirements	Main Market Listing Requirements of Bursa Securities including any amendment thereto that may be made from time to time
Major Shareholder	means a person who has an interest or interests in one or more voting shares in the Company and the number or aggregate number of those shares, is – (a) 10% or more of the total number of voting shares in the Company; or (b) 5% or more of the total number of voting shares in the Company where such person is the largest shareholder of the Company.
NA	Net assets
Proposed Share Buy-Back	Proposed purchase by IJM of its own Shares up to a maximum of 10% of its total number of issued shares
Purchased Shares	Shares purchased pursuant to the Proposed Share Buy-Back
RM and sen	Ringgit Malaysia and sen respectively
Share(s)	Ordinary share(s) in IJM
Substantial Shareholder	Shall have the meaning given in Section 136 of the Act
Treasury Shares	The purchased shares which are retained by the Company and shall have the meaning given under Section 127 of the Act

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SHARE BUY-BACK STATEMENT IN RELATION TO THE PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY

1. INTRODUCTION

At the AGM held on 25 August 2022, the Board obtained the shareholders' approval for the renewal of the Proposed Share Buy-Back. The approval for the renewal of the Proposed Share Buy-Back shall lapse at the conclusion of the forthcoming AGM, which has been scheduled to be held on 29 August 2023 unless the approval is renewed.

The Company had on 11 July 2023 announced that the Board proposes to seek from the shareholders the approval for the renewal of the Proposed Share Buy-Back.

The renewal of the Proposed Share Buy-Back will allow the Company to purchase its own Shares up to a maximum of 10% of its total number of issued shares from the open market.

2. DETAILS OF THE PROPOSED SHARE BUY-BACK

On 25 August 2022, the Board obtained shareholders' approval for the Company to purchase its Shares up to a maximum of 10% of its total number of issued shares, subject to the prevailing laws, orders, requirements, guidelines, rules and regulations issued by the relevant authorities at the time of purchase. The Shares will be purchased through the stock exchange of Bursa Securities.

The Purchased Shares will be treated as Treasury Shares, which may be resold through the stock exchange of Bursa Securities or distributed to shareholders as dividends or transferred or cancelled and/or in any other manner as prescribed by the Act, and the relevant rules, regulations and/or requirements, as may be determined from time to time by the Directors.

The Board now proposes to seek your approval for a renewal of the authority to undertake the Proposed Share Buy-Back at the forthcoming AGM to be held on 29 August 2023.

The authorisation for the Proposed Share Buy-Back will be effective immediately upon the passing of the ordinary resolution for the renewal of the Proposed Share Buy-Back until:-

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

3. FUNDING FOR THE PROPOSED SHARE BUY-BACK

The Proposed Share Buy-Back will be funded from internally generated funds and/or borrowings; and the maximum amount allocated shall not exceed the sum of retained profits of the Company based on the audited financial statements for the year ended 31 March 2023.

If borrowings are used for the Proposed Share Buy-Back, the Company will experience a decline in its net cash flow to the extent of the interest costs associated with such borrowings but the Board would ensure that the Company has sufficient funds to repay the borrowings and that the repayment would have no material impact on the cash flow of the Company.

Based on the audited financial statements for the year ended 31 March 2023, the retained profits of the Company stood at RM2.655 billion. The Board will ensure that the total amount of retained profits of the Company will be sufficient to effect the Proposed Share Buy-Back. The number of issued shares of the Company as at 30 June 2023 was 3,647,566,120 (inclusive of 138,510,000 Treasury Shares).

The actual number of Shares to be purchased, the total amount of funds to be utilised, impact on cash flows and the timing of the purchase(s) will depend on the prevailing equity market conditions, sentiments of the stock market and the available financial resources of the Company at the time of the purchase(s).

4. **RATIONALE FOR THE PROPOSED SHARE BUY-BACK**

The Proposed Share Buy-Back would enable IJM to utilise its surplus financial resources to purchase Shares at prices which the Board views as favourable. It may stabilise the supply and demand of Shares traded on the Main Market of Bursa Securities and thereby support its fundamental value.

The Purchased Shares held as Treasury Shares may be resold through the stock exchange of Bursa Securities with the intention of realising a potential gain without affecting the total issued share capital of the Company. The Treasury Shares may also be distributed to shareholders as dividends and, if undertaken, would serve to reward the shareholders of the Company.

The actual treatment of the Purchased Shares would depend on, inter-alia, the prevailing equity market conditions and the financial position of IJM.

The Proposed Share Buy-Back would effectively reduce the number of Shares carrying voting and participation rights. As such, in arriving at the EPS of the Company, the earnings of IJM would be divided by a reduced number of Shares. Based on among other things, the current market price of the Shares, shareholders may enjoy an increase in the value of their investment in IJM arising from the consequent increase in EPS.

5. **RISK ASSESSMENT OF THE PROPOSED SHARE BUY-BACK**

The Proposed Share Buy-Back is not expected to have any potential material disadvantages to the Group and shareholders of the Company.

The Proposed Share Buy-Back, if implemented, would reduce the financial resources of the Group. This may result in the Group having to forego future investment opportunities and/or any income that may be derived from the deposit of such funds in interest bearing instruments. The Proposed Share Buy-Back may also result in a reduction of financial resources available for distribution in the form of cash dividends to shareholders.

However, the financial resources of the Group may increase pursuant to the resale of the Purchased Shares held as Treasury Shares at prices higher than the purchase price. Nevertheless, the Board will be mindful of the interests of the Group and the shareholders of the Company in implementing the Proposed Share Buy-Back and/or any subsequent resale.

6. **FINANCIAL EFFECTS OF THE PROPOSED SHARE BUY-BACK**

Assuming that the Proposed Share Buy-Back is carried out in full, the financial effects are as follows:-

6.1 **Share Capital**

As the Purchased Shares will be retained in full as Treasury Shares, the Proposed Share Buy-Back will not have any effect on the issued share capital of IJM. However, the rights attaching to them as to voting, dividends and participation in other distributions and otherwise are suspended and the Treasury Shares shall not be taken into account in calculating the number or percentage of Shares for any purposes including substantial shareholding, takeovers, notices, the requisitioning of meetings, the quorum for a meeting and the result of a vote on a resolution at a meeting.

6.2 **Net Assets**

The effects of the Proposed Share Buy-Back on the NA of IJM Group will depend on the purchase price and number of Shares purchased. The Proposed Share Buy-Back will reduce the consolidated NA per Share if the purchase price exceeds the consolidated NA per Share at the time of the purchase. Conversely, it would increase the consolidated NA per Share if the purchase price is less than the consolidated NA per Share of the Company at the time of the purchase.

6.3 **Working Capital**

The Proposed Share Buy-Back is likely to reduce the working capital of the IJM Group, the quantum of which depends on the purchase price of the Shares, the number of Shares purchased and any associated costs incurred in making the purchase. However, if the Purchased Shares treated as Treasury Shares are subsequently resold on Bursa Securities, the working capital of the Group will increase if the Company realises a gain from the resale.

6.4 Earnings Per Share

The effects of the Proposed Share Buy-Back on the earnings of the IJM Group would depend on the purchase price and number of Shares purchased. The effective reduction in the number of Shares applied in the computation of the consolidated EPS pursuant to the Proposed Share Buy-Back may generally, all else being equal, have a positive impact on the consolidated EPS of the Company for the financial year ending 31 March 2024.

6.5 Dividends

For the financial year ended 31 March 2023, IJM had declared the following dividends:-

- (i) a single tier first interim dividend of two (2) sen per share which was paid on 30 December 2022 to the entitled members; and
- (ii) a single tier second interim dividend of four (4) sen per share and a single tier special dividend of two (2) sen per share which were paid on 21 July 2023 to the entitled members.

The Proposed Share Buy-Back will have the effect of increasing the effective dividend rate of the Company as dividends will be paid on the remaining issued capital of IJM (excluding Purchased Shares). The Proposed Share Buy-Back may have an impact on the Company's dividend rate for the financial year ending 31 March 2024 as it will reduce the cash available which may otherwise be used for dividend payments. Nonetheless, the Treasury Shares purchased may be distributed as dividends to shareholders, if the Company so decides.

7. SHAREHOLDING SPREAD

As at 30 June 2023, the public shareholding spread of the Company was approximately 63.19%. The public shareholding spread would be reduced to approximately 60.65% pursuant to the Proposed Share Buy-Back, assuming the Company implements the Proposed Share Buy-Back in full and that the Shares purchased are from public shareholders. In this regard, the Board undertakes that the purchase of Shares will be conducted in compliance with the 25% public shareholding spread as required by the Listing Requirements.

8. IMPLICATIONS RELATING TO THE CODE

The Board does not anticipate any implications relating to the Code arising from the Proposed Share Buy-Back. It is the intention of the Company to implement the Proposed Share Buy-Back in a manner that will not result in any of the shareholders of the Company having to undertake a mandatory offer pursuant to the Code.

9. PURCHASE OF SHARES AND RESALE, TRANSFER OR CANCELLATION OF TREASURY SHARES

The Company has purchased 18,428,500 units of its own Shares in the preceding 12 months. The details of the purchases are attached hereto as Appendix I.

As at 30 June 2023, a total of 138,510,000 Shares were being held as Treasury Shares. The Company has not resold, transferred or cancelled any Treasury Shares in the preceding 12 months.

10. HISTORICAL SHARE PRICES

The following table sets out the monthly highest and lowest prices of the Shares traded on Bursa Securities for the past 12 months from July 2022 to June 2023:-

Year	Month	High (RM)	Low (RM)
2022	July	1.83	1.66
	August	1.82	1.70
	September	1.75	1.59
	October	1.67	1.51
	November	1.65	1.47
	December	1.65	1.49
2023	January	1.62	1.54
	February	1.64	1.54
	March	1.72	1.57
	April	1.68	1.55
	May	1.64	1.51
	June	1.65	1.46

(Source : Bloomberg)

The last transacted price of the Shares on 30 June 2023, being the latest practicable date prior to the printing of this Statement was RM1.49.

11. DIRECTORS' AND SUBSTANTIAL SHAREHOLDERS' INTERESTS IN SHARES

The direct and indirect shareholdings of the Directors and Substantial Shareholders as at 30 June 2023 are set out as follows:-

Name of Directors	Number of Shares		% of Issued Shares
	Direct	Indirect	
Tan Sri Dato' Tan Boon Seng @ Krishnan	9,447,466	721,972 ¹	0.290%
Lee Chun Fai	977,500	250,000 ¹	0.035%
Dato' David Frederick Wilson	-	-	-
Goh Tian Sui	-	10,000 ¹	<i>negligible</i>
Tunku Alina Binti Raja Muhd Alias	-	-	-
Tan Ting Min	-	-	-
Dato' Ir. Tan Gim Foo	-	-	-
Loh Lay Choon	-	-	-
Datuk Lee Teck Yuen	11,764,692	-	0.335%
Azhar Bin Ahmad	-	-	-

Note:

¹ Through a family member

Name of Substantial Shareholders	Number of Shares		% of Issued Shares
	Direct	Indirect	
Employees Provident Fund Board	618,875,918	-	17.637%
AmanahRaya Trustees Berhad – Amanah Saham Bumiputera	255,090,700	-	7.269%
Urusharta Jamaah Sdn Bhd	208,708,700	-	5.948%
Kumpulan Wang Persaraan (Diperbadankan)	295,848,900	-	8.431%
Fortuna Gembira Enterpris Sdn Bhd	#180,248,000	-	5.137%

Note:

Active Equity Sdn Bhd, Adrian Cheah Yean Sun, Evan Cheah Yean Shin, Sarena Cheah Yean Tih, Sungei Way Corporation Sdn Bhd, Sunway Berhad, Sunway Holdings Sdn Bhd and Tan Sri Dato' Seri Dr Jeffrey Cheah Fook Ling AO are deemed interested by virtue of their direct/indirect interests in Fortuna Gembira Enterpris Sdn Bhd pursuant to Section 8 of the Companies Act, 2016

12. DIRECTORS' AND MAJOR SHAREHOLDERS' INTERESTS IN THE PROPOSED SHARE BUY-BACK

Save for the inadvertent proportionate increase in the percentage shareholdings and/or voting rights of the shareholders as a consequence of the implementation of the Proposed Share Buy-Back, none of the Directors or Major Shareholders or persons connected to them has any interest, direct or indirect, in the Proposed Share Buy-Back.

13. DIRECTORS' RECOMMENDATION

The Board, having considered all aspects of the renewal of the Proposed Share Buy-Back, is of the opinion that the renewal of the Proposed Share Buy-Back is in the best interest of IJM. Accordingly, they recommend that you vote in favour of the resolution pertaining to the renewal of the Proposed Share Buy-Back to be tabled at the forthcoming AGM.

14. FURTHER INFORMATION

Shareholders are requested to refer to the attached Appendix II for further information.

DETAILS OF THE PURCHASES OF SHARES

Date of Purchase	No. of Shares Purchased	Purchase Price (RM)		Average Price (RM)	Total Consideration* (RM)
		Lowest	Highest		
1 July 2022	400,000	1.69	1.71	1.7025	684,247.30
4 July 2022	430,000	1.69	1.70	1.6993	734,110.31
6 July 2022	400,000	1.68	1.69	1.6813	675,739.32
12 July 2022	400,000	1.69	1.70	1.6995	683,043.34
13 July 2022	430,000	1.70	1.707	1.7039	736,094.84
18 July 2022	337,700	1.67	1.70	1.6841	571,450.85
15 September 2022	430,000	1.66	1.70	1.6867	728,674.43
19 September 2022	350,000	1.67	1.69	1.6854	592,721.64
21 September 2022	350,000	1.68	1.69	1.6881	593,671.27
22 September 2022	190,000	1.68	1.68	1.6800	320,733.36
23 September 2022	200,000	1.66	1.66	1.6600	333,593.60
26 September 2022	330,000	1.64	1.66	1.6570	549,434.98
27 September 2022	461,400	1.59	1.64	1.6173	749,684.76
28 September 2022	400,000	1.59	1.61	1.6018	643,795.88
29 September 2022	380,000	1.59	1.60	1.5947	608,894.76
30 September 2022	194,000	1.60	1.64	1.6290	317,544.39
4 October 2022	199,600	1.62	1.62	1.6200	324,905.07
11 October 2022	200,000	1.59	1.60	1.5968	320,893.89
12 October 2022	530,000	1.55	1.58	1.5631	832,176.87
13 October 2022	250,000	1.54	1.56	1.5508	389,561.41
14 October 2022	400,000	1.52	1.54	1.5313	615,460.82
17 October 2022	350,000	1.51	1.52	1.5182	533,921.53
18 October 2022	460,000	1.53	1.54	1.5373	710,491.62
1 November 2022	300,000	1.59	1.60	1.5937	480,406.27
2 November 2022	300,000	1.57	1.59	1.5770	475,372.23
3 November 2022	350,000	1.55	1.56	1.5567	547,460.50
7 November 2022	400,000	1.556	1.56	1.5595	626,794.54
8 November 2022	400,000	1.54	1.55	1.5474	621,931.07
9 November 2022	250,000	1.54	1.55	1.5480	388,857.60
10 November 2022	530,000	1.53	1.55	1.5370	818,298.22
11 November 2022	580,000	1.53	1.55	1.5441	899,533.41
14 November 2022	430,000	1.54	1.55	1.5419	666,200.96
15 November 2022	300,000	1.54	1.54	1.5400	464,217.60
16 November 2022	500,000	1.50	1.52	1.5091	758,040.02
17 November 2022	500,000	1.50	1.51	1.5020	754,478.30
21 November 2022	450,000	1.48	1.50	1.4882	672,899.98
22 November 2022	450,000	1.48	1.48	1.4800	669,196.80
23 November 2022	350,000	1.48	1.50	1.4988	527,098.62
20 December 2022	420,000	1.50	1.51	1.5048	635,051.16
9 June 2023	420,800	1.58	1.60	1.5905	672,491.04
16 June 2023	550,000	1.56	1.58	1.5756	870,439.72
19 June 2023	500,000	1.56	1.57	1.5630	785,078.95
20 June 2023	520,000	1.53	1.53	1.5300	799,225.48
21 June 2023	535,000	1.50	1.50	1.5000	806,148.25
22 June 2023	520,000	1.49	1.50	1.4977	782,374.06
23 June 2023	400,000	1.49	1.49	1.4900	598,860.80
26 June 2023	400,000	1.50	1.50	1.5000	602,880.00

* inclusive of transaction cost

FURTHER INFORMATION

1. DIRECTORS' RESPONSIBILITY STATEMENT

This Statement has been seen and approved by the Board of Directors and they collectively and individually accept full responsibility for the accuracy of the information given herein and confirm that after making all reasonable enquiries to the best of their knowledge and belief, there are no other facts, the omission of which would make any statement herein misleading.

2. DOCUMENTS FOR INSPECTION

Copies of the following documents will be available for inspection at the Registered Office at 2nd Floor, Wisma IJM, Jalan Yong Shook Lin, 46050 Petaling Jaya, Selangor Darul Ehsan, Malaysia, during normal business hours from Monday to Friday (except public holidays) for a period from the date of this Statement up to the date of the AGM:-

- a) the Constitution of IJM; and
- b) the audited financial statements of IJM for the past two (2) financial years ended 31 March 2022 and 2023.

EXTRACT OF NOTICE OF ANNUAL GENERAL MEETING

RESOLUTION 11

PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY

“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.”