

Minutes of the Twenty-Second Annual General Meeting (22nd AGM) of IGB held virtually at Bintang Ballroom, Level 5, Cititel Mid Valley, Lingkaran Syed Putra, 59200 Kuala Lumpur, Malaysia (Broadcast Venue) on Monday, 30 May 2022 at 2.30 p.m.

Present at Broadcast Venue

Directors

Tan Lei Cheng (TLC), Chairman/Non-Independent Non-Executive Director (Non-INED)
Lee Chaing Huat, Senior INED
Dato' Dr. Zaha Rina binti Zahari (DDZR), INED
Dato' Lee Kok Kwan (DLKK), INED
Tan Boon Lee, Deputy Group Chief Executive Officer and Alternate to Dato Seri Robert Tan Chung Meng (DSRT)
Tan Mei Sian (TMS), Alternate to TLC and Head of Group Strategy & Risk

In attendance at Broadcast Venue

Management

Chai Lai Sim (CLS), Group Chief Financial Officer (GCFO)
Tan Chai Toong, Senior Group General Manager (Finance & Administration)
Tina Chan, Group Company Secretary

PricewaterhouseCoopers (PwC), the Auditors of IGB

Gan Wee Fong, Lead Engagement Partner

Poll Administrator

Tricor Investor & Issuing House Sdn Bhd (TIIH)

Independent Scrutineer

SC Lim, Ng & Co

In attendance using Remote Participation & Voting (RPV) platform on TIIH portal at <https://tiih.online>

Shareholders (SHs), proxies and corporate representatives (as per the attendance list prepared by the share registrar, TIIH)

1.0 Opening address

The Chairman, at 2.30 p.m., welcomed the SHs, proxies and corporate representatives for their virtual presence.

The Chairman then introduced the new INED, DLKK, who joined the Board on 25 February 2022, and the current two INEDs, DDZR and LCH.

TLC informed the members that DSRT, the Group Chief Executive Officer of IGB, could not attend today's AGM as he had another pressing engagement and sent his apologies.

The Chairman also informed that Daud Mah bin Abdullah @ Mah Siew Whye (DMA), who had served as Director for 19 years, would step down from the Board after the 22nd AGM. The Chairman expressed the Board's deep appreciation to DMA for his long-standing service and contribution to IGB, and wished him success in all his future endeavours.

2.0 Quorum

With the requisite quorum of 2 SHs, present in person or by proxy (participation of SHs was not restricted to physical presence but included SHs' online participation), pursuant to clause 64 of the constitution of IGB (Constitution), the Chairman called the 22nd AGM to order.

3.0 AGM Notice

The contents of the Notice of 22nd AGM dated 29 April 2022 (AGM Notice) was taken as read.

4.0 E-Polling process

The SHs, proxies and corporate representatives were informed of the following:

- (a) The resolutions tabled at the 22nd AGM would be put to vote by poll using the RPV platform, accessible from the start of the meeting until a time announced later, and the poll results would then be verified by the Independent Scrutineer.
- (b) SHs, proxies and corporate representatives have the right to speak and ask questions in real time by clicking the query box icon.

- (c) The Chairman, in her capacity as the Chair of 22nd AGM, held 66,360,364 open proxies, representing 7.35% of the issued shares of IGB, and would be voting in accordance with their instructions.

For the benefit of SHs, proxies and corporate representatives participating remotely, TIIH presented a 2.5-minute video on the e-polling process.

5.0 Overall performance of IGB Group

The Chairman informed the meeting that as the overall performance of IGB Group had been set out in the Annual Report 2021 (AR2021), it was taken as read, and thus proceeded with the formal agenda of the meeting.

6.0 Financial Statements of IGB together with the reports of Directors and Auditors for the year ended 31 December 2021 (Financial Statements and Reports FY2021)

The Chairman informed the meeting that the first item of ordinary business was to receive the Financial Statements and Reports FY2021. The agenda item was meant for discussion and would not be subject to a resolution.

The Chairman invited SHs, proxies and corporate representative to submit any questions to the Board in the live stream query box, and thereafter declared that the Financial Statements and Reports FY2021 were received.

7.0 Resolution 1 – Re-election of DDZR

The Chairman informed the meeting that DDZR was obliged to retire from office pursuant to clause 84 of the Constitution where one-third of the Directors should retire from office by rotation each year. The Nomination Committee (NC) had conducted an assessment of DDZR, whereupon the NC and Board were satisfied with her commitment, competency, performance and contribution to the Board.

Resolution 1 was moved to be voted by poll after the question and answer (Q&A) session as follows:

“THAT DDZR, who retired pursuant to clause 84 of the Constitution, be re-elected as INED of IGB.”

8.0 Resolution 2 – Re-election of DLKK

The Chairman informed the meeting that DLKK was obliged to retire from office pursuant to clause 90 of the Constitution where new Director has to submit himself for re-election at the AGM immediately following his appointment.

Resolution 2 was moved to be voted by poll after the Q&A session as follows:

“THAT DLKK, who retired pursuant to clause 90 of the Constitution, be re-elected as INED of IGB.”

9.0 Resolution 3 – NEDs fees and meeting allowance

The Chairman informed the meeting that Resolution 3 was to authorise the payment of fees of RM665,000 in respect of FY2021 and meeting allowances of up to RM178,000 for the year 2022, to Non-Executive Directors (NEDs). A formal evaluation of fees and meeting allowances had been performed by the Remuneration Committee, with recommendation the fees be revised upwards by 30%, while the meeting allowance remained status quo, whereupon the Board had approved to submit for SHs' approval. Details of the remuneration structure received by each NED were set out on page 31 of the AR2021. The NEDs would abstain from voting their shareholdings in respect of Resolution 3.

Resolution 3 was moved to be voted by poll after the Q&A session as follows:

“THAT the payment of (a) fees of RM665,000 in respect of FY2021; and (b) meeting allowances of up to RM178,000 for year 2022, be approved.”

10.0 Resolution 4 – Re-appointment of PwC as Auditors

The Chairman informed the meeting that the Audit Committee had conducted the annual assessment process on the performance of PwC and was satisfied with the adequacy of experience and resources of the firm. The Board's concurrence had been sought for the re-appointment of PwC as Auditors of IGB for the financial year ending 31 December 2022 (FY2022).

Resolution 4 was moved to be voted by poll after the Q&A session as follows:

“THAT the re-appointment of PwC as Auditors of IGB for FY2022 and authorisation to the Directors to determine their remuneration, be approved.”

11.0 Resolution 5 – Authority to allot and issue shares pursuant to Sections 75 and 76 of the Companies Act 2016 (Sections 75 and 76 Mandate)

The Chairman informed the meeting that Resolution 5 under agenda item 5(a) as special business, was to renew the mandate under Sections 75 and 76 of the Companies Act 2016 (Act), and if passed, would empower the Directors to allot and issue up

to 10% of the issued shares (excluding treasury shares) of IGB and this authorisation would remain in force until IGB's AGM in 2023.

Resolution 5 in the form set out in the AGM Notice was moved to be voted by poll after the Q&A session as follows:

"THAT the Directors be and are hereby empowered, pursuant to Sections 75 and 76 of the Companies Act 2016, to allot and issue not more than 10% of the issued shares (excluding treasury shares) of IGB at any time at such price, upon such terms and conditions, for such purposes and to such person(s) as the Directors may in their absolute discretion deem fit and expedient in the interest of IGB and that such authority shall continue to be in force until IGB's AGM in 2023."

12.0 Resolution 6 – Proposed renewal of SH mandate for IGB to purchase its own shares (SBB Mandate)

The Chairman informed the meeting that Resolution 6 under agenda item 5(b) as special business, was to seek SHs' approval on the SBB Mandate pursuant to Paragraph 12.03 of the Main Market Listing Requirements (MMLR), which if passed, would empower the Directors to buy back and/or hold from time to time IGB shares not exceeding 10% of the issued shares on such terms and in such manner as the Directors may deem fit and expedient in the interest of IGB and this authorisation would remain in force until IGB's AGM in 2023. Details of the SBB Mandate were set out in Part A of the Statement/Circular dated 29 April 2022 (Statement/Circular).

Resolution 6 in the form set out in the AGM Notice was moved to be voted by poll after the Q&A session as follows:

"THAT the Directors be and are hereby authorised to make market purchases of the shares in IGB on such terms and in such manner as the Directors may, in their discretion deem fit, provided that at the time of purchase:

- (i) the aggregate number of shares to be purchased and/or held by IGB shall not exceed 10% of the issued shares at any point in time; and*
- (ii) the funds to be allocated for the purchase of shares shall not exceed IGB's retained profits at the time of purchase,*

THAT the Directors be and are hereby authorised to deal with the shares so purchased in their absolute discretion (which may be distributed as dividends, resold, transferred, cancelled and/or in any other manner as prescribed by the Act, rules, and regulations made pursuant thereto);

AND THAT the SBB Mandate, unless revoked or varied by IGB in general meeting, shall continue for the period ending on the date of the AGM to be held in 2023."

13.0 Resolution 7 – Proposed new and renewal of SH mandate for recurrent related party transactions of a revenue or trading nature (RRPT Mandate)

The Chairman informed the meeting that Resolution 7 under agenda item 5(c) as special business, was to seek SHs' approval on the RRPT Mandate pursuant to Paragraph 10.09 (2) of the MMLR, which if passed, would allow IGB Group to enter into the category of RRPT with the Transacting Parties as detailed in Part B of the Statement/Circular, and this authorisation would remain in force until IGB's AGM in 2023.

The Chairman further informed the meeting that the Interested Related Parties referred in Section 6.0 of Part B of the Statement/Circular would abstain from voting on Resolution 7 and had undertaken to ensure persons connected with them would also abstain from voting on the resolution.

Resolution 7 in the form set out in the AGM Notice was moved to be voted by poll after the Q&A session as follows:

"THAT authorisation of the Shareholders be and is hereby accorded to IGB and its subsidiary companies (Group) to enter into all arrangements and/or transactions with the related parties (Transacting Parties) as set out in Section 2.0 of the Statement/Circular to Shareholders dated 29 April 2022 (Statement/Circular), provided that such arrangements and/or transactions are:

- (i) recurrent transactions of a revenue or trading nature;*
- (ii) necessary for the Group's day-to-day operations;*
- (iii) carried out in the ordinary course of business, at arm's length and on normal commercial terms not more favourable to the Transacting Parties than those generally available to the public; and*
- (iv) not detrimental to the minority Shareholders,*

THAT the RRPT Mandate, unless revoked or varied by IGB in general meeting, shall continue for the period ending on the date of the AGM to be held in 2023;

AND THAT the Directors be and are hereby authorised to do all such acts, matters, deeds and things as they may consider expedient or necessary or in the interest of IGB to give effect to the RRPT Mandate and/or this resolution."

14.0 Q&A session

Following the presentation of all resolutions in the agenda, the Chairman declared the commencement of Q&A session, which began with a presentation on the answers to pre-submitted questions by SHs via TIH enquiry email ([Appendix 1](#)), followed by questions submitted by remote participants at the meeting which were moderated to avoid repetition.

Questions, clarifications and comments submitted via the query box by remote participants at the meeting, were addressed by TLC, TMS and CLS ([Appendix 2](#)).

On conclusion of the Q&A session, the Chairman advised SHs, proxies and corporate representatives to submit their votes via the RPV platform as the polling process would conclude after 5 minutes, followed by a 20-minute recess for the verification process and thereafter the declaration of the poll results by the Scrutineer. She then declared the meeting adjourned at 2:54 p.m.

15.0 Poll results

At 3:20 p.m., the Chairman called the meeting to order for the declaration of the poll results. The poll results were displayed on the screen, and based on the results ([Appendix 3](#)) attached to these minutes, the Chairman declared that the percentage in favour of resolutions 1, 2 and 7 (> 99.9%), resolution 3 (90.3%) and resolutions 4, 5 and 6 (> 97.8%). With that, all resolutions set out in the AGM Notice had been carried. The results of the poll would be announced to Bursa Malaysia Securities Berhad and posted on IGB's website as soon as practicable.

16.0 Close of meeting

The Chairman declared the 22nd AGM closed and thanked all for their active remote participation in the 22nd AGM. There being no other business, the meeting concluded at 3:21 p.m.

Signed as a correct record



Tan Lei Cheng
Chairman

Dated: 3 June 2022

Q1. Does the Company expect to be adversely impacted by Cukai Makmur? Any numbers to be shared?

Answer –

Yes, IGB may be affected by the Cukai Makmur 2022 but the amount is dependent on the strength of the recovery of the local economy.

Q2. Since the reopening of borders on April 1, please share the latest average occupancy rate of the group hotels.

Answer –

For 1Q2022, most Malaysian hotels are seeing occupancy rates around 25%; Overseas hotels at 51%, London hotels are performing well and almost back to pre-Covid levels.

Hotels under the Group will show marked improvement in 2Q2022.

Q3. FY2021 cash dividend of 15 sen was exceptional. I believe this was partially contributed by the Black Pearl disposal. As RCCPS was fully redeemed, can shareholders expect higher dividends?

Answer –

Yes, the cash dividend of 15% for FY2021 is due to the exceptional one-off gain from IGB Group's disposal of its 50% interest in Black Pearl Limited.

Q4. The Company has a strategy of securing large projects – Mid Valley & Southkey have been successes. Blackfriars and Bangkok less so. Why not replicate the Mid Valley/Southkey model in other towns, albeit on a smaller scale? I'm from Mentakab. There's no decent mall, office space, apartments or hotel there. No-one gave Mid Valley a chance when it was being built (too far from KL was one comment) yet IGB proved them wrong. Mentakab (and this is just an example) is not an obvious site.

Mentakab (and this is just an example) is not an obvious site for this kind of development but actually there is a lot of money there and a population that would happily stay rather than move to KL etc. if the town could offer something similar. And IGB would have the opportunity to be not only the only player in town, but the only player in the region.

For sure, a decent mall etc within Mentakab would be an attraction for the surrounding area including Lanchang, Temerloh etc. This could be replicated in many smaller, under-malled towns in Malaysia. Clearly the scale is not the same as in KL or JB but IGB would be creating THE LOCATION. All others would be playing catch up.

At Pangolin we own Pakuwon Jati in Indonesia which has a similar strategy. As with Mid Valley, don't be afraid to be first or creative.

Answer –

We take note of the comment. At the current time however, we will continue to remain focused on our four core areas of business: retail, property development, commercial properties and hotels whilst taking into account the needs and wants of the market.

- Q1. (a) Do you have a plan to spin off the hotel assets into, say, a hospitality REIT?
(b) The stock is very illiquid. Any plan to improve the situation?

Response (TMS) –

The Covid-19 pandemic has had an impact on all sectors especially the hotel industries taking a hit from border closures. Following the reopening of the country's borders on 1 April 2022 and the gradual lifting of border restrictions in other countries, management expects hotel performance to improve. Meanwhile, IGB to continue monitoring the market situation and be on the lookout for good opportunities to explore/invest.

- Q2. The Group reported a gain on disposal of associate amounted to RM203.138 million in FY2021 (Note 7(b) - page 118 of AR2021 -
(a) Which Associate that was disposed of and what was the total consideration received?
(b) Why is there no disclosure of this disposal in the Statements of Cash Flows on pages 74 to 77 of AR2021?

Response (CLS) –

To clarify, the disposal was in relation to a joint venture company (not an associate company) known as Black Pearl Limited for total consideration of £208.0 million wherein IGB's share to be £104.0 million of which partial consideration of £61.0 million was received last year and reflected in the Statement of Cash Flows on page 74 of AR2021 under investing activities - proceeds from disposal of joint ventures - RM338,569,000, while the balance consideration to be received in 2 years' time as disclosed in the Statement of Financial Position on page 68 of AR2021 under non-current assets - receivables and contract assets - RM243,913,000.

- Q3. Black Pearl Limited JV was disposed for a gain of RM193.4 million (page 148 of AR2021) -
(a) When was the disposal consideration RM338.569 million received (page 74 of AR2021)?
(b) Will the deferred consideration of RM243.898 million recognised as non-current receivables in cash 24 months from completion date of the disposal?

Response (CLS) –

As mentioned earlier, RM338,569,000 was partial receipt of the total consideration while the balance of the deferred consideration to be received in 2023 was disclosed as non-current assets in AR2021. However, for the purpose of current year disclosure, the balance consideration would be reclassified as current assets.

- Q4. Medium Term Notes (MTN) amounted to RM999.623 million was classified under floating interest rate in FY2020 (Note 29 - page 166 of AR2021). However, in FY2021, there is MTN fixed interest rate amount of RM 1,214.7 million with only RM2,507.0 million remaining as floating interest rate. Appreciate the CFO's clarification for the change. Thank you.

Response (CLS) –

The MTN of RM999.623 million in FY2020 was in relation to Southkey Megamall Sdn Bhd which had since been extended for another 3 years, hence no longer a current liability. However, the fixed interest rate was in relation to the MTN under IGB Real Estate Investment Trust (IGB REIT) which was maturing this year (2022) and management currently doing refinancing, hence classified under current liabilities.

- Q5. St Giles Southkey, a proposed 4-star hotel, stated in the Management Discussion & Analysis that 25 floors of hotel rooms have been handed over to the operator. Is this hotel managed by St Giles Hotels (Asia) Ltd?

Response (TMS) –

No, it would be managed by Cititel Hotel Management.

- Q6. What is the dividend policy for IGBB?

Response (TLC) –

There is no fixed dividend policy. Being in the lumpy business, including buying and selling of assets, it was difficult to know exactly when these cash flows come in. That said, the Company will declare dividends as and when there are sufficient funds to do so. As you are aware, IGB made a distribution of both IGB Commercial REIT units and a dividend last year.

IGB BERHAD
(200001013196 (515802-U))
Twenty-Second Annual General Meeting
Bintang Ballroom, Level 5, Cititel Mid Valley,
Mid Valley City, Lingkaran Syed Putra, 59200 Kuala Lumpur
On 30-May-2022 at 02:30PM

Result On Voting By Poll

Resolution(s)	Vote For		Vote Against		Total Votes	
	No of Units	%	No of Units	%	No of Units	%
Ordinary Resolution 1	493,754,791	99.9948	25,583	0.0052	493,780,374	100.0000
Ordinary Resolution 2	493,757,562	99.9954	22,812	0.0046	493,780,374	100.0000
Ordinary Resolution 3	434,594,206	90.3194	46,580,809	9.6806	481,175,015	100.0000
Ordinary Resolution 4	483,186,412	97.8545	10,593,860	2.1455	493,780,272	100.0000
Ordinary Resolution 5	483,189,003	97.8550	10,591,371	2.1450	493,780,374	100.0000
Ordinary Resolution 6	483,190,442	97.8318	10,708,832	2.1682	493,899,274	100.0000
Ordinary Resolution 7	37,726,256	99.9337	25,042	0.0663	37,751,298	100.0000

