

Minutes of the Twenty-First Annual General Meeting (21st AGM) of IGB Berhad (IGB) held on Tuesday, 1 June 2021, at 2.30 p.m. as a fully virtual meeting.

Participation via video conferencing

Dato' Dr. Zaha Rina binti Zahari (DDZR), the Chairperson, Independent Non-Executive Director (INED)
Dato' Seri Robert Tan Chung Meng (DSRT), Group Chief Executive Officer (GCEO)
Tan Boon Lee (TBL), Deputy GCEO and Alternate to Dato' Seri Robert Tan Chung Meng
Lee Chaing Huat, Senior INED
Daud Mah bin Abdullah @ Mah Siew Whye, INED
Tan Mei Sian, Alternate to Tan Lei Cheng
Chai Lai Sim (CLS), Group Chief Financial Officer (GCFO)
Tina Chan, Group Company Secretary
Gan Wee Fong, Lead Engagement Partner of PricewaterhouseCoopers PLT Malaysia (PwC)

Members/Proxies

As per summary of attendance list via Remote Participation and Voting (RPV) facility provided by the share registrar, Tricor Investor & Issuing House Sdn Bhd (TIIH)

1.0 Call to order

DDZR, an INED and Acting Chairman for this meeting, at 2.30 p.m., welcomed the members/proxies who joined the fully virtual 21st AGM by webcast.

DDZR informed the members that Tan Lei Cheng, the Chairman of IGB, could not attend today's AGM as she had another pressing engagement and sent her apology.

With the requisite quorum of 2 members, present in person or by proxy, pursuant to Clause 64 of IGB's Constitution, DDZR called the meeting to order.

The Notice of 21st AGM (AGM Notice) as contained in the appendix to IGB Annual Report 2020 (AR2020) despatched to all shareholders (SHs) on 30 April 2021, was taken as read.

2.0 Conduct of the meeting

DDZR informed the meeting that the resolutions to be considered at the 21st AGM would be put to vote by way of a poll using the online RPV facility, accessible from the start of the meeting until a time announced later, and the poll results would then be verified by Zee Kum Ming of SC Lim, Ng & Co, a firm of Chartered Accountants (Scrutineer).

For the benefit of SHs and proxies participating remotely, TIIH presented a 2-minute video on the RPV and procedure for remote voting.

3.0 Overall performance of IGB

DDZR informed that as the overall performance of IGB had been set out in the AR2020, it was taken as read, thus proceeded with the formal agenda of the AGM.

4.0 Financial Statements of IGB for the year ended 31 December 2020 together with reports of Directors and Auditors (Financial Statements and Reports FY2020)

DDZR informed the meeting that the first item of ordinary business was to receive the Financial Statements and Reports FY2020. The agenda item was meant for discussion and would not be subject to a resolution.

DDZR invited SHs and proxies to submit any questions to the Board in the live stream query box, and thereafter declared that the Financial Statements and Reports FY2020 were received.

5.0 Resolution 1 – Re-election of Tan Lei Cheng

DDZR informed the meeting that Tan Lei Cheng was obliged to retire from office pursuant to Clause 84 of IGB's Constitution where one-third of the Directors should retire from office by rotation each year (1/3-rotation rule). She then referred the meeting to the Corporate Governance Overview Statement (CGOS), and informed that a formal evaluation of the performance of Tan Lei Cheng had been undertaken. Both the Nomination Committee (NC) and the Board of Directors (Board) were satisfied with her performance and effectiveness.

DDZR moved the motion to vote on Resolution 1 by poll after the question and answer (Q&A) session as follows:

"THAT Tan Lei Cheng, who retired pursuant to Clause 84 of IGB's Constitution, be re-elected as Director of IGB."

6.0 Resolution 2 – Re-election of Lee Chaing Huat

DDZR informed the meeting that Lee Chaing Huat was also subject to retirement pursuant to the 1/3-rotation rule. A formal evaluation had also been undertaken on Lee Chaing Huat. Both the NC and the Board were satisfied with his performance and effectiveness.

DDZR moved the motion to vote on Resolution 2 by poll after the Q&A session as follows:

"THAT Lee Chaing Huat, who retired pursuant to Clause 84 of IGB's Constitution, be re-elected as Director of IGB."

7.0 Resolution 3 – Payment of fees and meeting allowances

DDZR informed the meeting that as she was an interested party under Resolution 3, she requested GCEO to chair the meeting for this agenda.

DDZR handed over the Chair to GCEO to conduct the proceeding of this agenda item.

GCEO informed the meeting that Resolution 3 was to authorise the payment of fees of RM530,000 in respect of FY2020 and meeting allowances of up to RM165,000 for the year 2021, to Non-Executive Chairman (NEC) and Non-Executive Directors (NEDs). Details of the fee structure were set out on page 28 of AR2020. He went on to inform the meeting that the Remuneration Committee (RC) had considered the challenging environment ahead due to the unprecedented disruption caused by the Covid-19 pandemic and recommended the fees and meeting allowances to remain status quo, whereupon the Board had endorsed RC's recommendation. The NEC and 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 RM530,000 in respect of FY2020; and (b) meeting allowances of up to RM165,000 for year 2021, be approved."

GCEO then handed over the Chair back to DDZR.

8.0 Resolution 4 – Re-appointment of Auditor

DDZR 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 Auditor of IGB for the financial year ending 31 December 2021 (FY2021).

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

"THAT the re-appointment of PwC as Auditor of IGB for FY2021 and authorisation to the Directors to determine their remuneration be approved."

9.0 Resolution 5 – Retention of INED

DDZR informed the meeting that Daud Mah bin Abdullah @ Mah Siew Whye had been on the Board for over 12 years. He had undergone the annual performance evaluation and the independent assessment based on the independence criteria as defined in the Bursa Malaysia Securities Berhad's (Bursa Securities) Main Market Listing Requirements (MMLR). The Board had concluded that his independence had never been compromised and he would be able to continue exercising independent judgement to provide input to the Board in discharging his responsibilities in an independent manner with integrity and competency, and recommended the retention of Daud Mah bin Abdullah @ Mah Siew Whye as INED for the current year through a single voting process.

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 Daud Mah bin Abdullah @ Mah Siew Whye shall continue to serve as INED until IGB's AGM in 2022 notwithstanding that his tenure as INED has exceeded a cumulative term of 12 years."

10.0 Resolution 6 – Authority to allot and issue shares pursuant to Sections 75 and 76 of the Companies Act 2016 (Sections 75 and 76 Mandate)

DDZR informed the meeting that Resolution 6 under agenda item 5(b) 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 total number of issued shares (excluding treasury shares) of IGB and this authorisation would remain in force until IGB's AGM in 2022.

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 empowered, pursuant to Sections 75 and 76 of the Act, to allot and issue not more than 10% of the total number of 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 2022.”

11.0 Resolution 7 – Share Buyback Mandate (SBB Mandate)

DDZR informed the meeting that Resolution 7 under agenda item 5(c) as special business, was to seek SHs' approval to renew the mandate under Paragraph 12.03 of the 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 total number of 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 2022. Details of the SBB Mandate were set out in Part A of the Statement/Circular dated 30 April 2021 (Statement/Circular).

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 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 total number of 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 2022.”

12.0 Resolution 8 – Recurrent Related Party Transactions Mandate (RRPT Mandate)

DDZR informed the meeting that Resolution 8 under agenda item 5(d) as special business, was to seek SHs' approval to renew the mandate under Paragraph 10.09 (2) of the MMLR, which if passed, would allow IGB Group to enter into RRPT with the related parties and this authorisation would remain in force until IGB's AGM in 2022. Details of the RRPT Mandate were set out in Part B of the Statement/Circular.

DDZR 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 8 and had undertaken to ensure persons connected with them would also abstain from voting on the resolution.

Resolution 8 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 be and is hereby accorded to IGB and its subsidiary companies (Group) to enter into any category of recurrent transactions of a revenue or trading nature falling within the types of transactions set out in Section 2.0 Part B of the Statement/Circular to Shareholders dated 30 April 2021 with the related parties mentioned therein, provided that such transactions are necessary for the day-to-day operations and they are carried out in the ordinary course of business on normal commercial terms which are consistent with the Group's normal business, and on terms not more favourable to the related parties than those generally available to the public, and not to the detriment of 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 2022;

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

13.0 Q&A session

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

Questions, clarifications, and comments submitted via the query box by remote participants at the AGM, were addressed by the GCEO, Deputy GCEO, GCFO and DDZR ([Appendix 2](#)).

On conclusion of the Q&A session, DDZR advised members and proxies to submit their votes via the RPV facility 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 2.58 p.m.

14.0 Poll Results

At 3.27 p.m., DDZR called the meeting to order for the declaration of the poll results. The results were displayed on the screen, and based on the polling results ([Appendix 3](#)) attached to these minutes, DDZR announced that all resolutions set out in the AGM Notice had been carried. The results of the poll would be announced to Bursa Securities and posted on IGB's website as soon as practicable.

15.0 End of meeting

There being no other business, DDZR thanked all for their active remote participation in the AGM, and declared the meeting closed.

Signed as a correct record



Dato' Dr. Zaha Rina binti Zahari
Acting Chairman/Independent Non-Executive Director

Dated: 2 June 2021

Q1: What is the footfall at Southkey Megamall (SKM)?

Answer –

Similar to most other businesses, the retail industry is substantially affected by and vulnerable to the type of movement control order (MCO) and standard operating procedures (SOPs) in place, with fewer visitations and sales during a MCO and more during a Recovery MCO (RMCO).

SKM's footfall in May 2021 has been impacted by the MCO, which was first imposed in the Johor Bahru (JB) district on 7 May 2021, and then enforced in the whole Peninsula Malaysia and Labuan from 12 May 2021 until 7 June 2021 and subsequently in Sarawak from 29 May 2021 until 11 June 2021.

The first half of May 2021 saw a 50% drop in shopping traffic compared to April 2021 when JB and most of Malaysia was under the Conditional MCO (CMCO).

Q2: What is the current percentage of shopper footfall and tenant sales compared to pre-Covid?

Answer –

Footfall and sales are at the lowest levels during an MCO and as such, a direct comparison with pre-Coronavirus footfall and sales would be substantially skewed and inevitably result in a significant variance.

With that in mind, current footfall and sales at SKM are approximately 25% of pre-Coronavirus levels, which would be attributed to amongst others, the restrictions in movement and business operating hours under the SOPs applicable to the MCO, consumer caution and sentiment as well as an absence of shoppers from Singapore.

Q3: Is SKM currently profitable?

Answer –

For the financial year ended 31 December 2020, SKM recorded a revenue of RM109.5 million and pre-taxation losses of RM26.6 million, after accounting for finance costs and depreciation of RM46.0 million and RM36.0 million respectively.

Q4: What does management plan to do to regain shopper confidence and attract shoppers to SKM in view that SKM had been listed under HIDE?

Answer –

SKM has enhanced its procedures in line with the current SOPs, including ensuring that only shoppers classified as 'Low Risk' and 'Casual Contact Low Risk' are allowed into the Mall.

The safety and well-being of members of the public who frequent SKM remain paramount and SKM has imposed and are continuing to enforce stringent SOPs on its tenants, as well as security personnel, cleaners and other categories of workers who may have a greater risk of exposure to the Coronavirus. Such SOPs are maintained and enforced assiduously, regardless whether JB is under the MCO, CMCO or RMCO.

At the same time, SKM is continuously expending efforts to enhance its attractiveness as a preferred lifestyle shopping destination, by introducing exciting new tenants and brands when the opportunity arises to complement the more established names at the Mall.

Q5: What is the total expenditure per year in pursuing environmental, social and governance (ESG) activities under the sustainability programme?

Answer –

Please refer to the information from page 43 until 56 of IGB Berhad's 2020 Annual Report on the IGB Group's commitment to ESG activities.

Q6: Are directors attending this virtual AGM being paid meeting allowances?

Answer –

Directors are not paid meeting allowances for attending general meetings, whether annual or extraordinary.

Q7: What are the cost savings for conducting this virtual AGM compared to last year's virtual AGM and the previous year's physical AGM?

Answer –

The IGB Group has reduced its virtual meeting costs this year by -
(a) 18% over its 20th AGM in 2020; and
(b) 15% over the 19th AGM in 2019.

Q1: What is the impact of HIDE and FMCO on Mid Valley Megamall and The Mall, Mid Valley Southkey (MVS)?

Response (DSRT) –

This question has been addressed earlier via the presentation slides relating to answers for pre-submitted questions.

Q2: Kindly provide e vouchers to shareholders who attend RPV. I wish to request for e wallet 100.00.

Q3: Hope the board of directors will give us faithful shareholders food vouchers or shopping vouchers in these unprecedented times. Thanks.

Response (DDZR) –

At the present moment, the Company was unable to oblige with these requests and appreciates the shareholders' understanding.

Q4: How is the hotel division performing. I haven't seen any attractive promotions for the Group's hotels compared to other hotels.

Response (TBL) –

With regards to the hotel division, in terms of room occupancy, most of the local hotels were situated in city centres with no hills or beach side resorts. However, the Jom Travel fair launched during the RMCO had performed fairly well. Unfortunately, with the transition from RMCO to CMCO/MCO and the prolonged interstate and inter-district travel ban, it has been very difficult for the hotels to attract local visitors/city dwellers who originated from the same region/district for staycation. Having said that, in terms of the hotels' food and beverage outlets including restaurants and coffee houses, the numerous promotions diligently initiated by the hotels had successfully generated 20% - 25% of sales revenue.

Q5: The Covid-19 pandemic in UK and USA has shown tremendous improvement in the last 2-3 months with many businesses re-opening. Can the Board/Management provide some updates on the hotel operations in UK, US and Australia?

Response (TBL) –

With regards to the Group's overseas hotels in New York and London, business operations had recommenced recently and was off to a slow start as the hotels were in the midst of rehiring staff after long periods of shutdown. In Australia, interstate travel ban was lifted not long ago. Notwithstanding the slow reopening of the overseas hotels, businesses were gradually picking up as a substantial portion of the various country's population has been fully vaccinated

Q6: The Mall, MVS has a total of 322 tenants (page 15 of AR2020):

- (1) What is the current occupancy rate of MVS? Has there been a drop in tenancy since the release of AR2020?
- (2) What are the determining metrics for e.g., occupancy rate or profitability before it can consider for injection into IGB REIT in the future?

Response (CLS) –

- (1) The occupancy rate was at 88% with no significant drop in tenancies since the reinstatement of MCO owing to the rental supports extended by management to the tenants thus enabling them the ability to continue operations.
- (2) The criteria for injection of asset into IGB REIT, among others, included the yield and market conditions. The primary focus during the pandemic was to retain as many tenants as possible currently operating in The Mall, MVS.

Q7: The Revenue breakdown on page 115 of AR2020 has an item - service concession arrangement amounting to RM58.365 million for FY2020 which is the revenue from the water treatment plants in China.

- (1) What is the profit arising from this revenue in FY2020?
- (2) Notes to Accounts stated that the concession is for a period from 22 to 25 years. When will this concession ends?

Response (CLS) –

- (1) The profit contribution from the China Water Group was approximately RM9.0 million for FY2020.
- (2) Taking into account the differing concession periods, in general, the concession would end anytime between year 2030 and 2042.

Q8: What is the distributable yield that the company is thinking of offering IGB Commercial REIT to shareholders? How many can we expect to get for 1,000 shares of IGB that we own? Will it be for free?

Response (CLS) –

For more information, please refer to the Circular despatched to all shareholders on 13 April 2021 or alternatively, wait for the issuance of the Prospectus as today's AGM was not the appropriate forum to discuss matters relating to IGB Commercial REIT.

- Q9: (1) What is the current occupancy rate for the hotel? What is the average occupancy rate for the hotel division in order to start gaining profit?
- (2) Are there any considerations for giving vouchers (hotel vouchers) for the shareholders attending the virtual AGM? First, it can boost the hotel reputation. Second, it can boost the group revenue
- (3) Are there any considerations for giving out the special dividends after the disposal and listing of the asset to commercial REIT?

Response (DDZR) – (1) & (2)

The first question has been addressed earlier by TBL while the second question by DDZR.

Response (CLS) – (3)

This question has been addressed earlier by CLS.

- Q10: Best practice is to change auditor not just partner. We should change auditor. Why would the audit committee be against a fresh set of eyes. We should follow best practice, full stop. The audit committee, along with all committees and the company in general, should always follow best practice.

Response (DDZR) –

The Audit Committee (AC) along with the AC Chairman and PwC have had a close working relationship over the years wherein the partners of PwC had also changed throughout the years.

To-date, members of the AC and the Board were satisfied with the performance of PwC and found no reason to change the auditor. At all times the Company ensures adherence to best practices to the best of the Company's ability matching up to IGB Group and AC's expectations.

- Q11: The company has long serving independent directors. The Securities Commission Malaysia (SC) is on to this. We shouldn't be failing in Corporate Governance. We should be leading. What is the company doing to address this issue?

Response (DDZR) –

With respect to the Company's long serving INED, strict assessment measures were undertaken in evaluating the independence and performance of the INEDs in accordance with the SC's guidelines. Hence, there was no immediate issue to be addressed and all 3 INEDs could add value to the Board of IGB.

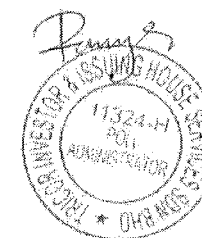
IGB BERHAD
(515802-U)

21st Annual General Meeting

Online Meeting Platform via TIIH Online website at <http://tiih.online>
provided by Tricor Investor & Issuing House Services Sdn Bhd in Malaysia
On 01-June-2021 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	593,411,123	99.9940	35,891	0.0060	593,447,014	100.0000
Ordinary Resolution 2	608,481,269	99.9919	49,053	0.0081	608,530,322	100.0000
Ordinary Resolution 3	595,979,913	99.9868	78,664	0.0132	596,058,577	100.0000
Ordinary Resolution 4	587,571,815	96.5559	20,958,406	3.4441	608,530,221	100.0000
Ordinary Resolution 6	587,534,096	96.5552	20,961,433	3.4448	608,495,529	100.0000
Ordinary Resolution 7	587,570,478	96.5612	20,925,051	3.4388	608,495,529	100.0000
Ordinary Resolution 8	69,534,603	99.6951	212,653	0.3049	69,747,256	100.0000



IGB BERHAD
(515802-U)

21st Annual General Meeting
Online Meeting Platform via TIH Online website at <http://tih.online>
provided by Tricor Investor & Issuing House Services Sdn Bhd in Malaysia
On 01-June-2021 at 02:30PM

Result On Voting By Poll - Two Tier

Resolution(s)	Vote For		Vote Against		Total Votes	
	No of Units	%	No of Units	%	No of Units	%
<u>Tier 1 - Large Holders</u>						
Ordinary Resolution 5	225,701,945	100.0000	0	0.0000	225,701,945	100.0000
<u>Tier 2 - Other Holders</u>						
Ordinary Resolution 5	359,862,418	94.4906	20,982,365	5.5094	380,844,783	100.0000

