IOIPG Malaysia REIT
Management

IOIPG REIT MANAGEMENT SDN BHD
Company Registration No. 202501026083 (1627496-A)
(Incorporated in Malaysia)

INVESTMENT POLICY

CONTENTS

1. INTRODUCTION 3
2. SCOPE OF COVERAGE 3
3. FORMULATION OF INVESTMENT POLICY AND STRATEGY 3
4. INVESTMENT PARAMETERS 4
5. APPROVAL THRESHOLDS AND ESCALATION 6
6. RIGHT OF FIRST REFUSAL 7
7. ACQUISITION OF ASSETS 8
8. DISPOSAL OF ASSETS 12
9. RECORD KEEPING AND CUSTODY 14
10. POLICY MAINTENANCE 14

IOIPG REIT MANAGEMENT SDN BHD (202501026083 (1627496-A))
INVESTMENT POLICY

1. INTRODUCTION

IOIPG REIT Management Sdn Bhd ("Manager"), in its capacity as the Manager of IOIPG Malaysia Real Estate Investment Trust ("IOIPG REIT"), is the management company of IOIPG REIT within the meaning of the REIT Guidelines.

The purpose of this Investment Policy ("Policy") is to provide a framework for the Manager to undertake investments and disposals in accordance with the investment objectives, the deed of trust dated 9 September 2026 constituting IOIPG REIT ("Deed") and the prospectus of IOIPG REIT, as well as applicable securities laws and regulations, in particular the Guidelines on Listed Real Estate Investment Trusts issued by the Securities Commission Malaysia ("SC") ("REIT Guidelines").

The objectives of IOIPG REIT, as set out in the Deed, are to provide the unitholders with an exposure to a diversified portfolio of Authorised Investments that will provide regular and stable cash distributions with the potential for long-term growth in the Net Asset Value per Unit, while maintaining an appropriate capital structure.

Capitalised terms used in this Policy which are not defined herein shall have the meanings ascribed to them in the Deed.

2. SCOPE OF COVERAGE

This Policy is applicable to the Board of Directors of the Manager ("Board") and all employees of the Manager.

3. FORMULATION OF INVESTMENT POLICY AND STRATEGY

The Chief Executive Officer of the Manager ("CEO") is responsible for formulating the investment policy and strategy from time to time for IOIPG REIT in compliance with the requirements set out in the Deed.

Such investment policy and strategy shall be submitted to the Board for approval.

Pursuant to Clause 9.4 of the Deed, the principal investment policy of IOIPG REIT is to invest, directly and indirectly, in a diversified portfolio of income producing Real Estate Assets located in Malaysia used for retail, commercial, office, industrial and hospitality purposes and such other Non-Real Estate Assets in Malaysia.

The Manager may, subject to all applicable laws and requirements, from time to time change the investment policy of IOIPG REIT. The Trustee shall be kept fully informed at all times by the Manager of the investment policies and of any changes made to them.

4. INVESTMENT PARAMETERS UNDER THE DEED

4.1 AUTHORISED INVESTMENTS

Subject to the investment limits under the Deed and the REIT Guidelines, IOIPG REIT may invest in any Authorised Investments as permitted under the Deed. The Manager may use financial derivatives, including futures, forwards, options and swaps contracts, for the purpose of hedging the risk exposure of IOIPG REIT.

4.2 INVESTMENT LIMITS

In exercising its powers to make investments on behalf of IOIPG REIT, and subject to such limits as may be prescribed by the SC or the REIT Guidelines from time to time, the Manager must ensure that:

(i) at least 75% of the Total Asset Value of IOIPG REIT is invested in Real Estate Assets that generate recurrent rental income at all times;

(ii) the aggregate investments in Property Development Activities (property development costs) and Real Estate under construction do not exceed 15% of the Total Asset Value of IOIPG REIT;

(iii) where IOIPG REIT invests in Real Estate Assets in which it does not have majority ownership and control, the total value of such Real Estate Assets does not exceed 25% of IOIPG REIT's Total Asset Value at the point of Listing or acquisition, as the case may be, and the investment is in the best interest of the Unitholders; and

(iv) such other investments or limits as may be permitted by the SC or under the REIT Guidelines are complied with.

4.3 CRITERIA FOR INVESTMENTS IN REAL ESTATE

For the purposes of acquisitions by IOIPG REIT, the Manager must ensure that:

(i) the Real Estate has a good track record or good prospects[1] for reasonable levels of future net rental income. In assessing this, consideration is given to historical tenancy levels and net rental income demonstrating a reasonable and sustainable yield, the ability of the Real Estate to yield a reasonable return within a reasonable period of time, good potential to secure tenants, and whether the Real Estate is competitive and located within good catchment areas;
(ii) if capital expenditure is to be incurred to enhance the Real Estate, such expenditure would not materially affect the yield to Unitholders;
(iii) the Real Estate is free from encumbrances at the time of listing or acquisition, except for charges entered by financial institutions, the Trustee or the Manager in relation to borrowing or financing facilities;
(iv) IOIPG REIT has good marketable legal and beneficial title[2] in all its Real Estate; and
(v) IOIPG REIT has majority ownership of and control in the Real Estate acquired, to enable IOIPG REIT to exercise all rights and interests over the Real Estate without any hindrance.

An investment in Real Estate may be by way of direct ownership or through a shareholding in a Special Purpose Vehicle. Where the investment is through a Special Purpose Vehicle[3], the Manager must ensure that the investment is in the best interest of Unitholders.

4.4 VACANT LAND AND PROPERTY DEVELOPMENT ACTIVITIES

The Manager may propose that IOIPG REIT acquire vacant land[4] provided that the acquisition is undertaken for the purposes of Property Development Activities, the aggregate investments comply with the REIT Guidelines, and the developed Real Estate is intended to be held by IOIPG REIT for at least 2 years upon completion. The aggregate investments in Property Development Activities and Real Estate under construction must not exceed 15% of the Total Asset Value of IOIPG REIT. The developed Real Estate may only be disposed of within 2 years from completion of development with the Trustee's prior written consent and the unitholders' approval by way of a Special Resolution at a general meeting.

Subject to the 15% limit set out above, IOIPG REIT may invest in Real Estate under construction provided that the arrangement or agreement to acquire is made subject to completion of the building with sufficient cover for construction risks, is on terms which are the best available for IOIPG REIT.

4.5 INVESTMENTS IN NON-REAL ESTATE ASSETS

[1] Para 8.08 REIT Guidelines

[2] Para 8.09 REIT Guidelines – where legal title to the Real Estate is not transferred to IOIPG, the Manager to take appropriate measures to complete the transfer of such legal title and manage the risk associated with such ownership.

[3] There are valid commercial reasons for investing through the Special Purpose Vehicle, IOIPG REIT owns the entire equity interest in the Special Purpose Vehicle (or, where this is not possible, has majority ownership and control such that it is able to exercise all rights and interests over the Real Estate without hindrance), and the value of the Special Purpose Vehicle is backed by the value of the Real Estate. Investment in Real Estate through a lease arrangement is subject to the requirements of Clause 9.6(f) and (g) of the Deed, including registration of the lease with the relevant land authority and the 25% Total Asset Value limit for Real Estate having a remaining lease period of less than 30 years.

[4] Para 8.14 – 8.18 REIT Guidelines

IOIPG REIT's investment in Non-Real Estate Assets is subject to the following limits and restrictions[5]:

(i) the securities must be traded in or under the rules of an eligible market, except for unlisted debt securities or sukuk;
(ii) the value of IOIPG REIT's investments in securities issued by any single issuer must not exceed 5% of the Total Asset Value of IOIPG REIT;
(iii) the value of IOIPG REIT's investments in securities issued by any group of companies must not exceed 10% of the Total Asset Value of IOIPG REIT;
(iv) IOIPG REIT's investments in any class of securities must not exceed 10% of the securities issued by any single issuer; and
(v) such other requirements as may be imposed under the REIT Guidelines and the Capital Markets and Services Act 2007.

These limits and restrictions do not apply to securities issued or guaranteed by the Malaysian government or Bank Negara Malaysia.

5. APPROVAL THRESHOLDS AND ESCALATION

5.1 TAV THRESHOLD

For the purposes of determining the approving authority for acquisitions and divestments undertaken by IOIPG REIT, a materiality threshold of 5% of the Total Asset Value of IOIPG REIT (being the value of all the assets of IOIPG REIT based on the latest valuation) ("TAV Threshold") shall apply.

(i) **Insignificant transactions** – Where the purchase consideration (in the case of an acquisition) or the sale consideration or market value (in the case of a divestment) does not exceed the TAV Threshold, the proposed transaction shall be regarded as insignificant and may be evaluated and approved by the CEO. Such transactions shall be reported to the Board.

(ii) **Escalation to the Investment Committee and the Board** – Where the purchase consideration or the sale consideration or market value exceeds the TAV Threshold, the proposed transaction must first be tabled by the CEO to the Investment Committee of the Manager ("Investment Committee") for its assessment, evaluation and recommendation in accordance with Section 5.2 of this Policy. Upon the recommendation of the Investment Committee, the proposed transaction shall be escalated to the Board, and the approval of the Board shall be sought before the Manager proceeds with the transaction.

In addition to the foregoing, any significant investment exceeding RM400mil[6] shall also be assessed by the Risk and Sustainability Committee of the Manager ("RSC") for its associated risks, funding, returns and the effectiveness of risk mitigation measures, and the RSC shall provide guidance to the Board thereon.

Notwithstanding the foregoing, the TAV Threshold is an internal escalation threshold only and does not derogate from any approval, consent, valuation or announcement requirement under the Deed, the REIT Guidelines, the Listing Requirements or any other applicable laws.

5.2 ROLE OF THE INVESTMENT COMMITTEE

The Investment Committee is a dedicated committee established by the Board and operates under its Board-approved Terms of Reference ("IC TOR"), with clearly defined authority, responsibilities and reporting obligations to the Board. The role of the Investment Committee, as extracted and summarised from the IC TOR, is set out below.

Oversight function – The function of the Investment Committee is purely oversight in nature. The Investment Committee does not have the authority to approve any investment proposal without the

[5] Paragraph 8.21 – 8.23 REIT Guidelines

[6] Clause 3.3.1of Business Plan – it is to note that investments exceeding RM400 million is deemed to bear significant risk. Investments falling below this threshold necessitate notification by the management for the Risk and Sustainability Committee's notation

Board's approval, and does not assume the functions of key management personnel, which remain the responsibility of the Executive Chairman and the CEO of the Manager.

Functions and duties – In fulfilling its primary objective of ensuring that IOIPG REIT is managed in accordance with its strategic investment objective and policy, the Deed and the applicable laws and make recommendations to the Board for approval on proposals led by the CEO.

The detailed composition, authority, meeting procedures and other administrative matters of the Investment Committee are set out in the IC TOR approved by the Board.

6. RIGHT OF FIRST REFUSAL ("ROFR")

In the case of a ROFR involving a related party:

(i) where the related party offers an asset to IOIPG REIT for acquisition; or

(ii) where the related party receives an offer or proposal from a third party to acquire an asset which is subject to the right of first refusal granted in favour of IOIPG REIT.

Upon receipt of any notification of such ROFR, the CEO and the investment team shall evaluate the opportunity in accordance with this Policy, including the investment parameters in Section 4, the approval thresholds and escalation mechanism in Section 5 (including escalation to the Investment Committee and the Board where the proposed purchase consideration exceeds the TAV Threshold) and the acquisition process in Section 7 and the Manager's Conflict of Interest Policy and Related Party Transactions Policy, and the abstention requirements stipulated therein.

7. ACQUISITION OF ASSETS

7.1 SOURCING AND EVALUATION OF NEW ACQUISITIONS

The CEO and the investment team will source potential investment assets in the best interest of IOIPG REIT and its Unitholders from various channels, including:

(i) conducting regular reviews and research on property market reports; and

(ii) engaging registered real estate agents to survey the market and propose suitable assets in accordance with the investment strategy that meet the required criteria for acquisition.

Once a potential asset has been identified, a non-disclosure agreement will be signed with the vendor, and preliminary evaluations will be conducted whereby the business case for the proposed acquisition (including a statement of key assumptions made, asset enhancement initiatives required, projected return on investment, payback, and risk and uncertainty analysis), the proposed purchase price, valuation of the Property, the financial implications, tenancy profiles, rental/income collection, occupancy, tenure of existing tenancies and creditworthiness of existing tenants and etc. Internal discussions led by the CEO with various personnel, including the key senior management, will be held to analyse the impact of the proposed acquisition on IOIPG REIT.

In accordance with the Deed, where the Manager considers it desirable in the interest of the Unitholders to purchase any Property, the Manager shall inform the Trustee in writing to purchase the said potential asset.

A list of insiders shall be compiled, setting out their names and dates of involvement. All insiders shall refrain from trading in units of IOIPG REIT if the proposed acquisition is considered price-sensitive.

7.2 DUE DILIGENCE

The Manager may appoint the following consultants for the proposed acquisition:-

- valuer;
- mechanical & electrical consultant;
- civil & structural consultant;

- lawyer;
- soil specialist or geotechnical engineer; and
- any other internal or external professional as may be deemed necessary.

A valuation must be carried out on all Real Estate Assets to be acquired by IOIPG REIT and must, among others, meet all of the requirements in the Asset Valuation Guidelines issued by the SC.

The following due diligence exercises may be undertaken, depending on nature of acquisition:

(i) **Business/commercial due diligence** - will be carried out by the CEO and the Finance Department to ascertain the business case for the proposed acquisition, the proposed funding structure and impact analysis on IOIPG REIT.

(ii) **Legal due diligence** - will be carried out by the Legal Department or external lawyers, and will include *(i)* reviewing all relevant legal documents relating to the Property, including all tenancy and other relevant agreements; *(ii)* advising on all requisite approvals required; and *(iii)* conducting searches on all relevant title documents to verify that IOIPG REIT will obtain good marketable legal and beneficial title, and that the Property is free from encumbrances except for charges entered by financial institutions, the Trustee or the Manager in relation to borrowing or financing facilities for the Board's and management's consideration.

(iii) **Technical due diligence** - will be carried out by the relevant consultants to ensure that the structure, M&E equipment and fittings are in satisfactory condition and functioning well. The scope includes ensuring all documentation is complete, and that all on-site services are in accordance with the approved drawings. If any asset enhancement initiatives are proposed, the feasibility, costs and impact of such initiatives on the proposed acquisition are to be validated.

(iv) **Financial due diligence** - will be carried out by the Finance Department to ensure and verify the accuracy of all financial statements and to highlight any issues thereof, including all matters pertaining to tax.

All salient findings of the due diligence exercises will be tabled by the CEO to the Investment Committee and the Board.

8. DISPOSAL OF ASSETS

The CEO is responsible for formulating and recommending the policy and strategy for the disposal of the assets of IOIPG REIT.

In accordance with the Deed, where the Manager shall inform the Trustee in writing of its proposal and shall supplement that with such written information about the proposal as the Trustee reasonably requires.

Once a potential buyer has been identified, the due diligence exercises under Clause 7.2 may be undertaken to determine the value of the disposed asset and prospect and eligibility of the potential buyer.

Where the sale consideration or market value of the proposed disposal exceeds the TAV Threshold, the proposed disposal must first be tabled by the CEO to the Investment Committee for its assessment, evaluation and recommendation, and thereafter escalated to the Board for approval.

9. RECORD KEEPING AND CUSTODY

The Legal Department shall compile and keep a record of all relevant documents pertaining to each acquisition or disposal transaction in accordance with the applicable retention policy of the Manager.

The original documents of title and signed agreements shall be delivered to the Trustee or Legal Department for safekeeping.

10. POLICY MAINTENANCE

This Policy, together with all related procedures, is a living document and will be reviewed at least once every three (3) years or earlier upon any material change to the Deed, REIT Guidelines or other applicable law.