



IREKA CORPORATION BERHAD

(Registration No. 197501004146 (25882-A))
(Incorporated in Malaysia)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of Ireka Corporation Berhad (“Ireka” or “Company”) will be conducted on a fully virtual basis through live streaming and online remote voting via the online meeting platform at <https://meeting.boardroomlimited.my> provided by Boardroom Share Registrars Sdn Bhd on Thursday, 3 February 2022 at 10:30 a.m. or any adjournment thereof, for the purpose of considering and if thought fit, passing with or without modifications, the following resolutions:

ORDINARY RESOLUTION

PROPOSED ISSUANCE OF UP TO 112,680,000 NEW 2% CUMULATIVE REDEEMABLE CONVERTIBLE PREFERENCE SHARES IN IREKA (“RCPS”) AT AN ISSUE PRICE OF RM1.00 PER RCPS (“PROPOSED RCPS ISSUANCE”)

“THAT, subject to the passing of the Special Resolution and all relevant approvals being obtained from all relevant authorities and/or parties (where required) including but not limited to the approval of Bursa Malaysia Securities Berhad (“**Bursa Securities**”) for the listing of and quotation for the new ordinary shares in Ireka to be issued upon conversion of the RCPS (“**Conversion Shares**”), approval be and is hereby given to the Board of Directors of the Company (“**Board**”) to allot and issue:

- (i) up to 112,680,000 new RCPS at an issue price of RM1.00 per RCPS, totalling an aggregate principal amount of up to RM112.68 million, to the Subscriber, subject to the terms and conditions as set out in the subscription agreement dated 29 November 2021 entered into between the Company and the Subscriber (“**Subscription Agreement**”);
- (ii) up to 112,680,000 Conversion Shares credited as fully paid-up, subject to the terms and conditions as set out in the Subscription Agreement and such approval shall remain in full force and effect as long as any RCPS remains convertible in accordance with its terms of issue;

THAT the proceeds from the Proposed RCPS Issuance be utilised for the purpose as set out in Section 3 of the circular to the shareholders of Ireka dated 10 January 2022 (“**Circular**”), and the Board be and is hereby authorised with full powers to vary the manner and/or purpose of utilisation of such proceeds in such manner as the Board shall in its absolute discretion deem fit and in the best interest of the Company, subject to the approval of the relevant authorities (where required);

THAT the RCPS are unsecured and shall upon allotment and issuance, rank equally in all respect among themselves and any such class of shares ranking equally with the RCPS which have been issued or may be issued by the Company in the future and in priority to the ordinary shares and any other class of securities which by its terms rank junior to the RCPS;

THAT the Conversion Shares shall be listed on the Main Market of Bursa Securities and, upon allotment and issuance, rank equally in all respects with the then existing Ireka Shares, save and except that the Conversion Shares shall not be entitled to any dividends, rights, allotment and/or any other distributions that may be declared, made or paid to the shareholders of our Company, the entitlement date of which is prior to the date of allotment of the Conversion Shares;

AND THAT the Board be and is hereby authorised to do all such acts, deeds and things as are necessary and/or expedient in order to implement, finalise and give full effect to the Proposed RCPS Issuance with full power to assent to any conditions, modifications, variations and/or amendments in any manner as may be required by any relevant authorities and/or parties, the relevant and applicable laws or deemed necessary or desirable by the Board.”

SPECIAL RESOLUTION

PROPOSED AMENDMENTS TO THE CONSTITUTION OF IREKA (“PROPOSED AMENDMENTS”)

“**THAT**, subject to the passing of the Ordinary Resolution and all approvals and consents from the relevant authorities and/or other parties being obtained (where required), approval be and is hereby given for the Company to amend the existing constitution of the Company in the manner as set out in Appendix III of the Circular to reflect and incorporate the terms of the RCPS;

AND THAT the Board be and is hereby authorised to do all such acts, deeds and things as are necessary and/or expedient in order to implement, finalise and give full effect to the Proposed Amendments with full power to assent to any conditions, modifications, variations and/or amendments in any manner as may be required by any relevant authorities and/or parties, the relevant and applicable laws or deemed necessary or desirable by the Board.”

BY ORDER OF THE BOARD

MOHD. SHAH BIN HASHIM (Licence No.: BC/M/148) (SSM PC No.: 202008002801)
NADIA LIYANA BINTI HASSAN (Licence No.: BC/N/2386) (SSM PC No.: 202008002796)
Company Secretaries

Kuala Lumpur
10 January 2022

Notes:

- (1) *The Securities Commission Malaysia had on 16 July 2021, revised the Guidance Note and Frequently Asked Questions (“FAQ”) on the conduct of General Meetings for Listed Issuers which was originally issued on 18 April 2020 (“the Revised Guidance Note and FAQ”), to require all meeting participants of a fully virtual general meeting including the Chairperson of the meeting, board members, senior management and shareholders to participate in the meeting online. According to the Revised Guidance Note and FAQ, an online meeting platform can be recognised as the meeting venue or place under Section 327(2) of the Companies Act 2016 provided that the online platform is located in Malaysia. Please follow the procedures as stipulated in the Administrative Guide for the EGM in order to register, participate and vote virtually.*
- (2) *A member entitled to attend and vote is entitled to appoint not more than two (2) proxies to attend, speak and vote in his stead. A proxy need not be a member of the Company. When a member appoints two (2) proxies to attend the meeting, the member shall specify the proportion of his shareholdings to be represented by each proxy.*
- (3) *Where a member is an exempt authorised nominee (“EAN”) which holds ordinary shares in the Company for multiple beneficial owners in one securities account (“Omnibus Account”), there is no limit to the number of proxies which the EAN may appoint in respect of each Omnibus Account it holds.*
- (4) *Where a member is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, it may appoint not more than two (2) proxies in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.*
- (5) *The instrument appointing proxy(ies) shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under the corporation’s seal or under the hand of an officer or attorney duly authorised. To be valid, the instrument appointing proxy(ies) and the power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy of such power or authority, shall be deposited together with the Proxy Form.*
- (6) *The instrument appointing proxy(ies) or the power of attorney or other authority (if any), must be deposited at Boardroom Share Registrars Sdn Bhd’s office at 11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor, Malaysia not less than 48 hours before the time set for holding the meeting or at any adjournment thereof. Alternatively, the Proxy Form can be deposited electronically through the Boardroom Smart Investor Portal at <https://investor.boardroomlimited.com> not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.*
- (7) *Only members whose names appear in the Record of Depositors on **26 January 2022** shall be entitled to attend, speak and vote at the said meeting or appoint proxy(ies) to attend and/or vote on his/her behalf.*
- (8) *Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Securities, all resolutions set out in this Notice of Extraordinary General Meeting will be put to vote by way of poll.*