



IREKA

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, 19 January 2023 at 10.30 am or any adjournment thereof, for the purpose of considering and if thought fit, passing with or without modifications, the following resolutions:

ORDINARY RESOLUTION

WAIVER OF THE STATUTORY PRE-EMPTIVE RIGHTS OVER NEW ORDINARY SHARES IN THE COMPANY UNDER SECTION 85 OF THE COMPANIES ACT 2016 ("THE ACT") IN CONJUNCTION WITH CLAUSE 53 OF THE CONSTITUTION Please refer to Explanatory Note

"THAT further to the approval granted by the shareholders of the Company on the authority to issue and allot ordinary shares of the Company ("**ICB Shares**") pursuant to Sections 75 and 76 of the Act at the 46th Annual General Meeting of the Company held on 8 December 2022 ("**General Mandate**"), approval be and is hereby given for the statutory pre-emptive rights of the shareholders of the Company to be first offered new ICB Shares ranking equally to the existing issued ICB Shares arising from any issuance of ICB Shares pursuant to the General Mandate under Section 85 of the Act, to be waived in conjunction with Clause 10 of the Constitution of the Company ("**Waiver of Pre-emptive Rights**").

THAT the Company be exempted from the obligation to offer new ICB Shares first to the existing shareholders of the Company in respect of the issuance and allotment of ICB Shares pursuant to the General Mandate.

AND THAT the Directors and/or the Company Secretaries be hereby authorised to take all steps as are necessary and expedient in order to implement, finalise and give full effect to the Waiver of Pre-emptive Rights for and on behalf of the Company."

By order of the Board

ALIZA BINTI AHMAD TERMIZI (SSM PC No.: 201908000714) (LS 0009656)
MOHD SHAH BIN HASHIM (SSM PC No.: 202008002801) (BC/M/148)
Company Secretaries

Kuala Lumpur
4 January 2023

Explanatory Notes: Ordinary Resolution

Waiver of Statutory Pre-Emptive Rights Over New Shares of the Company

The Company had vide its 46th Annual General Meeting held on 8 December 2023 obtained approval from the shareholders of the Company on the authority for Directors to issue shares pursuant to Sections 75 and 76 of the Act up to a maximum of twenty per centum (20%) up to 31 December 2022 and thereafter, ten per centum (10%) of the Company's total number of issued shares for the time being as stipulated under Paragraph 6.03(1) of the MMLR for such purposes as the Directors consider would be in the best interest of the Company up to the conclusion of the next Annual General Meeting ("General Mandate").

Subsection 85(1) of the Act states that "Subject to the constitution, where a company issues shares which rank equally to existing shares as to voting or distribution rights, those shares shall first be offered to the holders of existing shares in a manner which would, if the offer were accepted, maintain the relative voting and distribution rights of those shareholders".

It is also provided under Clause 10 of the Constitution of the Company that subject to any direction to the contrary that may be given by the Company in meeting of Members, all new shares or other convertible securities shall, before issue, be offered to such persons as at the date of the offer are entitled to receive notices from the Company of meeting of Members in proportion, as nearly as the circumstances admit, to the amount of the existing shares or securities to which they are entitled. The offer shall be made by notice specifying the number of shares or securities offered, and limiting a time within which the offer, if not accepted, will be deemed to be declined, and, after the expiration of the time, or on the receipt of an intimation from the person to whom the offer is made that he declines to accept the shares or securities offered, the Directors may dispose of those shares or securities in such manner as they think most beneficial to the Company. The Directors may likewise also dispose of any new shares or securities which (by reason of the ratio which the new shares or securities bear to shares or securities held by persons entitled to an offer of new shares or securities) cannot, in the opinion of the Directors, be conveniently offered under this Constitution.

Accordingly, in accordance with Clause 10 of the Company's Constitution, the Company wishes to seek approval from the shareholders on the Waiver of Pre-Emptive Rights for the Company to issue new shares to any person, whether a member or not, in such numbers or proportions as the Directors may determine under the General Mandate. By approving the Waiver of Pre-Emptive Rights, the pre-emptive rights of the shareholders pursuant to Subsection 85(1) of the Act and Clause 10 of the Company's Constitution would be deemed waived.

This authority will expire pursuant to the General Mandate at the conclusion of the next Annual General Meeting of the Company or at the expiry of the period within which the next AGM is required to be held by the Company.

NOTES ON PROXY

- 1 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.
- 2 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.
- 3 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.
- 4 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.
- 5 The instrument appointing proxy(ies) or the power of attorney or other authority (if any), must be deposited at the Share Registrar's Office at Boardroom Share Registrars Sdn Bhd, 11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan 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.
- 6 Only members whose names appear in the Record of Depositors on **13 January 2023** 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.
- 7 Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Securities, the resolution set out in the Notice of AGM will be put to vote by way of poll.