

IREKA CORPORATION BERHAD
Registration No. 197501004146 (25882-A)
(Incorporated in Malaysia)
("Ireka", "Group" or "Company")

EXTRACT MINUTES of the **46th Annual General Meeting** of the Company held fully **virtual via online meeting platform** at <https://meeting.boardroomlimited.my> provided by Boardroom Share Registrars Sdn. Bhd. Malaysia on **8 December 2022** at **10.30 a.m.**

PRESENT

Directors

| | | |
|---|---|---|
| Tan Sri Dato' Mohd Ismail bin Che Rus | - | Chairman |
| Datuk Mohd Hasnul Ismar bin Mohd Ismail | - | Group Managing Director ("GMD") |
| Dato' Azmi bin Abdullah | - | Senior Independent Non-Executive Director |
| Shahruladeri bin Mohamad Adnan | - | Independent Non-Executive Director |
| YM Raja Azura binti Raja Mahayuddin | - | Independent Non-Executive Director |
| Chow Sung Chek Simon | - | Executive Director / Group Chief Operating Officer ("GCOO") |
| Chairil bin Mohd Tamil | - | Executive Director / Group Chief Financial Officer ("GCFO") |
| Wan Ahmad Nazim bin Mohamed Noor | - | Executive Director / Group Chief Business Officer ("GCBO") |

In Attendance

| | | |
|---------------------|---|---|
| Company Secretaries | - | Aliza binti Ahmad Termizi Mohd. Shah bin Hashim |
| External Auditors | - | Messrs. Baker Tilly Monteiro Hng PLT (Mr Ng Boon Hiang, Partner) |
| Poll Administrator | - | Boardroom Share Registrars Sdn. Bhd. |
| Scrutineers | - | SKY Corporate Services Sdn. Bhd. |

1. CHAIRMAN

Tan Sri Dato' Mohd Ismail bin Che Rus chaired the Meeting.

2. QUORUM

The requisite quorum being present, the Meeting was duly convened.

3. NOTICE

The notice convening the Meeting, circulated to the shareholders within the prescribed period, was taken as read.

4. 4.1 OPENING REMARKS

The Chairman welcomed all the members and proxies presented at the 46th Annual General Meeting. He then introduced Members of the Board and the Secretaries.

4.2 POLL VOTING

The Chairman informed the Meeting that all the resolutions set out in the Notice of Meeting would be voted by poll electronically. The Company had appointed Boardroom Share Registrars Sdn. Bhd. as the Poll administrator to assist with the polling process and SKY Corporate Services Sdn. Bhd. as the Independent Scrutineer to verify the poll results.

5. ORDINARY BUSINESS

5.1 AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL PERIOD ENDED 30 JUNE 2022 TOGETHER WITH THE REPORTS OF THE DIRECTORS AND THE AUDITORS THEREON

The Chairman explained that pursuant to Section 340(1)(a) of the Companies Act 2016 ("the Act"), the Audited Financial Statements together with the reports of the Directors and Auditors for the financial period ended 30 June 2022 tabled were for discussion and did not require shareholders' approval.

5.2 DIRECTORS' FEES AND BENEFITS OF RM172,616 FOR THE FINANCIAL PERIOD ENDED 30 JUNE 2022 AND RM285,100 FOR THE PERIOD COMMENCING 1 JULY 2022 UNTIL THE NEXT ANNUAL GENERAL MEETING

The Chairman informed that Ordinary Resolutions 1 and 2, seek the authority for the Company to pay the Directors' fees of RM172,616 in respect of the financial period ended 30 June 2022 and the payment of Directors' fees and benefits of RM285,100 for the period commencing 1 July 2022 until the next Annual General Meeting of the Company to be held in 2023.

He further elaborates that Ordinary Resolution 2 comprises 18 months in duration while the benefits comprise meeting allowances of RM500 per Meeting for the Board and Board Committees.

5.3 RE-ELECTION OF DIRECTORS

The Chairman informed that Ordinary Resolution 3, 4 and 5 was to re-elect YBhg. Dato' Azmi Abdullah, YBhg. Datuk Mohd Hasnul Ismar Mohd Ismail, and Mr Chow Sung Chek Simon, who retired pursuant to Clause 102 of the Company's Constitution, as Director of the Company.

Meanwhile, Ordinary Resolutions 6, 7 and 8 were to re-elect Mr. Wan Ahmad Nazim bin Mohamed Noor, Mr. Chairil bin Mohd Tamil and YM Raja Azura binti Raja Mahayuddin, who retired pursuant to Clause 101 of the Company's Constitution, as Directors of the Company.

5.4 REAPPOINTMENT OF AUDITORS

The Chairman informed that Ordinary Resolution 9, having received Messrs. Baker Tilly Monteiro Heng PLT ("Messrs Baker Tilly") willingness to act, put forward the recommendation to reappointment Messrs Baker Tilly as the Company's external auditors at a remuneration to be agreed upon with the Directors and to hold office until the conclusion of the next Annual General Meeting.

6. SPECIAL BUSINESS

6.1 PROPOSED RENEWAL OF AUTHORITY TO ISSUE AND ALLOT SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016

The Ordinary Resolution 10 seeks a general mandate to issue shares (excluding treasury shares) of the Company, pursuant to Sections 75 and 76 of the Act. The General Mandate requested is up to a maximum of 20% of the total number of the issued shares but will be reinstated to a ten per cent (10%) limit effective from 1 January 2023.

The approval of the 10% General Mandate shall continue to be in force until:

- a) the conclusion of the next AGM of the Company held after the approval was given;
- b) the expiration of the period within which the next AGM of the Company is required to be held after the approval was given; or
- c) revoked or varied by resolution passed by the shareholders of the Company in a general meeting, whichever is earlier.

6.2 ANY OTHER BUSINESS

There, being no notice of any other business received, the Chairman concluded the presentation of the resolution for voting purposes.

7. QUESTION-AND-ANSWER SESSION

The question-and-answer session was led by the GMD, YBhg. Datuk Mohd Hasnul Ismar Mohd Ismail as per Appendix 1 attached.

8. POLL RESULTS

At 12.00 p.m., the Chairman called the Meeting to order the announcement of poll results as follow:

Polling Results

| RESOLUTION | Vote FOR | | | Vote AGAINST | | | TOTAL Vote | |
|---------------|----------|-------------|---------|--------------|-------|--------|------------|-------------|
| | REC | UNITS | % | REC | UNITS | % | REC | UNITS |
| RESOLUTION 1 | 35 | 168,928,038 | 99.9997 | 7 | 530 | 0.0003 | 42 | 168,928,568 |
| RESOLUTION 2 | 31 | 168,928,912 | 99.9996 | 11 | 656 | 0.0004 | 42 | 168,929,568 |
| RESOLUTION 3 | 38 | 168,934,426 | 99.9999 | 5 | 142 | 0.0001 | 43 | 168,934,568 |
| RESOLUTION 4 | 38 | 168,934,426 | 99.9999 | 5 | 142 | 0.0001 | 43 | 168,934,568 |
| RESOLUTION 5 | 39 | 168,934,428 | 99.9999 | 4 | 140 | 0.0001 | 43 | 168,934,568 |
| RESOLUTION 6 | 37 | 168,934,326 | 99.9999 | 6 | 242 | 0.0001 | 43 | 168,934,568 |
| RESOLUTION 7 | 38 | 168,934,426 | 99.9999 | 5 | 142 | 0.0001 | 43 | 168,934,568 |
| RESOLUTION 8 | 38 | 168,934,426 | 99.9999 | 5 | 142 | 0.0001 | 43 | 168,934,568 |
| RESOLUTION 9 | 39 | 168,934,340 | 99.9999 | 4 | 228 | 0.0001 | 43 | 168,934,568 |
| RESOLUTION 10 | 34 | 168,933,976 | 99.9949 | 10 | 8,592 | 0.0051 | 44 | 168,942,568 |

9. CLOSE OF MEETING

There being no further business, the Meeting closed at 12.30 p.m.

Appendix 1

| No. | Inquired by: | Subject matter inquired : | Answer: |
|-----|-------------------|--|--|
| 1. | Mr. Chan Fung Han | The RM11.5 million provision for litigation costs. | The provision was related to Ireka Engineering & Construction Sdn. Bhd. ("IECSB") as detailed under Note 39 at pages 211-215 of the Annual Report. With the finalisation of Judicial Management and deconsolidation of IECSB, the cases would no longer be applicable to the Group. |
| 2. | | The inability of the Management to assist in obtaining the confirmation replies on the payables and if there were any resistance by the Management in the audit procedures, fraud or irregularities. | Most creditors had prioritised the proof of debt reply during the audit exercise. Mr Ng Boon Hiang from Messrs Baker Tilly Monteiro Heng PLT added that it was beyond the Company's control to obtain replies from creditors. The Auditors also did not face any resistance in conducting their audit works. The Group Managing Director further stated that the Auditors have been professional and independent in conducting their Audit work. |
| 3. | | The status of the regularisation plan and the strategic direction of the Group. | The Group had engaged with KAF Investment Bank Berhad and a solicitor to act as the principal advisors for the regularisation plan. The Management also set up an internal committee to ensure a clear strategy and pathway, apart from restructuring and remodelling the business division, as explained earlier. The Group is looking forward to boosting its revenue, and with the cost reduction, the Company believes that the balance sheet could be strengthened. Additionally, the Company planned to start consultation with Bursa Malaysia Securities Berhad very soon. In short, the Group is currently focusing much effort on coming out from the PN17 status and boosting revenue before looking forward to diversity in the business. |
| 4. | | The breakdown of RM27.8 million future foreseeable losses on the ongoing project. | The amount was a provision for all existing projects, and as of 30 June 2022, the Group had revised the budget for KaMi, DWI, Regency Ayer Keroh and ASTA projects. Due to COVID-related costs and higher material and labour costs, the Group had identified cost overruns and recognised the same upon the Auditor's advice. |

| No. | Inquired by: | Subject matter inquired : | Answer: |
|-----|-------------------|---|--|
| 5. | Mr Teh Kian Liang | The business prospects and strategy | The Group had restructured and remodelled the existing business model and was fairly confident with the restructuring. Currently, the Group consists of four (4) major business divisions, i.e., construction, property development, energy and technology. The Group looking forward to adding more to the book order. The immediate business strategy was to ensure that the Group were on the right path to uplift the PN17 status, and currently, many resources were focused on two (2) major divisions (property development and construction). Once the Group could strengthen its financial position and uplift the PN17 status, it would properly engage in the new division. |
| 6. | | The status of judicial Management of IECSB | The Court had adjourned the hearing to another date and the Management was working closely with the solicitors and the Interim Judicial Manager on the proposal for the next hearing date. |
| 7. | | The impact of the new Employment Act in percentage approximate to the cost structure. | There would be a margin increase in human resource costs related to training and education; however, the Management did not foresee a significant spike. |