



IREKA CORPORATION BERHAD

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

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 49th Annual General Meeting of Ireka Corporation Berhad (the 'Company') will be held on Thursday, 11 December 2025 at 10.00 a.m. at Corporate Meetings by Envivo, Ground Floor, Lobby 1, Crystal Plaza, No. 4, Jalan 51A/223, 46100 Petaling Jaya, Selangor for the following purposes:

AS ORDINARY BUSINESS

- 1 To receive the Audited Financial Statements of the Company and of the Group for the Financial Year Ended 30 June 2025 together with the reports of the Directors and the Auditors thereon. *(Please refer to Explanatory Note 1)*
- 2 To approve the payment of Directors' fees and benefits of RM288,000 for the period commencing 12 December 2025 until the conclusion of next Annual General Meeting. **Ordinary Resolution 1**
(Please refer to Explanatory Note 2)
- 3 To re-elect Datuk Mohd Hasnul Ismar bin Mohd Ismail, who retires in accordance with Clause 102 of the Company's Constitution, as Director and, being eligible, offers himself for re-election. **Ordinary Resolution 2**
(Please refer to Explanatory Note 3)

Chow Sung Chek Simon, who also retires in accordance with Clause 102 of the Company's Constitution, he has opted not to seek re-election.

To re-elect Puan Norhaizam binti Mohammad, who was appointed to the Board on 3 January 2025 and in accordance with Clause 101 of the Company's Constitution, retires at this Annual General Meeting and, being eligible, offers herself for re-election.
- 4 To re-appoint Messrs Baker Tilly Monteiro Heng PLT as Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting of the Company at a remuneration to be fixed by the Directors. **Ordinary Resolution 3**

AS SPECIAL BUSINESS

To consider and, if thought fit, to pass the following Resolutions:

- 5 **Authority to issue and allot shares pursuant to Sections 75 and 76 of the Companies Act 2016 ("the Act") and Waiver of Pre-emptive Rights pursuant to Section 85 of the Act** **Ordinary Resolution 4**
(Please refer to Explanatory Note 4)

THAT subject to Sections 75 and 76 of the Act and the approvals of the relevant governmental/regulatory authorities, the Directors be and are hereby empowered to allot and issue shares in the Company, at any time and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion, deem fit, provided that the aggregate number of shares issued pursuant to this Resolution does not exceed 10% of the total number of issued shares (excluding treasury shares) of the Company at any point in time.

THAT approval be and is hereby given to waive 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 pursuant to Section 85 of the Act read together with Clause 10 of the Constitution of the Company ("Waiver of Pre-emptive Rights").

THAT the Company is 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.

THAT the Directors and/or the Company Secretary be hereby authorized 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.

6 Proposed Renewal of General Mandate for Recurrent Related Party Transactions

Ordinary Resolution 5
(Please refer to Explanatory Note 5)

THAT subject to the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, approval be and is hereby given to the Company and/ or its subsidiaries ('the Group') to enter into and give effect to the recurrent transactions of a revenue or trading nature with the Related Parties (as set out in Section 3.1 of the Circular to Shareholders dated 31 October 2025) which are necessary for the Group's day-to-day operations in the ordinary course of business and are carried out on normal commercial terms and on terms not more favourable to the related parties than those generally available to the public and are not detrimental to minority shareholders of the Company ('Proposed General Mandate') and such approval shall continue to be in force until:

- a) The conclusion of the next Annual General Meeting of the Company, at which time it will lapse unless the authority is renewed by a resolution passed at the next Annual General Meeting of the Company;
- b) the expiration of the period within which the next Annual General Meeting is required to be held pursuant to Section 340(2) of the Companies Act 2016 (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Companies Act 2016); or
- c) revoked or varied by ordinary resolution passed by the shareholders in a general meeting,

whichever is the earlier, and that for the avoidance of doubt, all such transactions entered into by the Group prior to the date of this resolution be and are hereby approved and ratified.

AND THAT the Directors of the Company be authorised to complete and do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary to give full effect to the Proposed General Mandate.'

- 7 To transact any other business for which due notice shall have been given in accordance with the Company's Constitution and the Companies Act 2016.

By order of the Board
Daud Bin A Majeed
(SSM PC No.:201908000282)
(LS 0006578)

Muhammad Hazwan Bin MD Azmee @ Azmi
(SSM PC No.: 201908000869)
(MIA 43997)

Kuala Lumpur
31 October 2025

EXPLANATORY NOTES

1 Item 1 of the Agenda - Audited Financial Statements for the Financial Year Ended 30 June 2025

This Agenda item is meant for discussion only as the provision of Section 340(1)(a) of the Companies Act 2016 does not require an approval of shareholders for the Audited Financial Statements. Hence, this item on the Agenda is not put forward for voting.

2 Ordinary Resolution 1- Payment of Directors' Fees and Benefits

Pursuant to Section 230(1) of the Act, the fees of the Directors and any benefits payable to the Directors shall be approved at a general meeting.

The Board agrees that the fees recommended by the Remuneration Committee are just and equitable whilst the Directors' benefits comprise of meeting allowance of RM500 per meeting for each of the Board Members is reasonable after considering the amount of time spent including the number of meetings held.

Particulars	From 12 December 2025 until the conclusion of the next Annual General Meeting ("AGM")
Fees	RM233,000
Benefits : Board/Board Committee	RM55,000

Payment of the fees and benefits of the Directors, if passed, will be made by the Company as and when incurred particularly after the Directors have discharged their responsibilities and rendered their services to the Company throughout the Relevant Period.

3 Ordinary Resolution 2 - Re-election of Directors

Clause 101 of the Company's Constitution provides that any Director appointed by the Board during the year shall hold office only until the next Annual General Meeting ("AGM") and shall be eligible for re-election. Clause 102 of the Company's Constitution further provides that one-third ($\frac{1}{3}$) of the Directors shall retire from office at each AGM and shall be eligible for re-election.

In accordance with Clause 101, Puan Norhaizam binti Mohammad, who was appointed to the Board on 3 January 2025, retires at this AGM and, being eligible, offers herself for re-election.

In accordance with Clause 102, Datuk Mohd Hasnul Ismar bin Mohd Ismail is retiring by rotation and, being eligible, offers himself for re-election. Chow Sung Chek Simon is also retiring pursuant to Clause 102 but has notified the Company that he will not be seeking re-election and will accordingly retire at the conclusion of this AGM.

The Board, upon the recommendation of the Nomination and Remuneration Committee, has assessed the performance and contribution of both Puan Norhaizam binti Mohammad and Datuk Mohd Hasnul Ismar bin Mohd Ismail and is satisfied that they have demonstrated the requisite commitment, integrity, and competence to discharge their responsibilities effectively.

The Board (save for the interested Directors) recommends that shareholders vote in favour of the resolutions for the re-election of Puan Norhaizam binti Mohammad and Datuk Mohd Hasnul Ismar bin Mohd Ismail. Further details of the Directors' profiles are set out on pages 12 and 15 of the Annual Report.

4 Ordinary Resolution 4 - Proposed Renewal of Authority to Issue and Allot Shares pursuant to Sections 75 and 76 of the Companies Act 2016 and Waiver of Pre-Emptive Rights.

With effect from 1 January 2023, the 20% General Mandate will be reinstated to a 10% limit ("10% General Mandate") pursuant to Paragraph 6.03 of the Main Market Listing Requirements of Bursa Securities. The authority for the 10% General Mandate will, unless revoked or varied by the Company in a general meeting, expire at the conclusion of the next AGM or the expiration of the period within which the next AGM is required by law to be held, whichever is earlier.

At last year's AGM, a mandate was given to Directors to issue and allot new shares not exceeding 20% of the total number of issued shares up to 31 December 2022 and thereafter, not exceeding 10% of the total number of issued shares pursuant to the General Mandate which will continue to be in force until the conclusion of the forthcoming 49th AGM.

At the same 48th AGM, shareholders also renewed their approval to waive their pre-emptive rights to be offered any new shares ranking equally to the existing issued shares arising from any issuance of new shares pursuant to the General Mandate under Section 85 of the Companies Act 2016 ("the Act") and Clause 10 of the Company's Constitution. The said authority will likewise expire at the conclusion of the forthcoming 49th AGM.

If passed, this Ordinary Resolution 5, made pursuant to Sections 75 and 76 of the Act, will empower the Directors of the Company to issue and allot new shares in the Company from time to time and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion, deem fit and in the best interest of the Company, provided that the aggregate number of shares issued pursuant to this resolution does not exceed 10% of the total number of issued shares of the Company.

The new shares may be issued for purposes including, but not limited to, funding current and/or future investment projects, working capital, repayment of bank borrowings, acquisitions, and/or for issuance of shares as settlement of purchase consideration, or for such other purposes as the Directors may consider to be in the best interest of the Company.

This authority, unless revoked or varied by the Company in a general meeting, will expire at the conclusion of the next AGM of the Company.

By voting in favour of this proposed Ordinary Resolution 5, shareholders of the Company will be waiving their statutory pre-emptive rights under Section 85 of the Act and Clause 10 of the Company's Constitution, thereby allowing the Directors to issue and allot new shares to any person without first offering such shares to all existing shareholders of the Company prior to the issuance of the new shares.

5 Ordinary Resolution 5 - Proposed Renewal of General Mandate for Recurrent Related Party Transactions

The Ordinary Resolution 6, if passed, will enable the Group to enter into recurrent transactions of a revenue or trading nature with related parties which are necessary for the Group's day-to-day operations, subject to the transactions being in the ordinary course of business and on normal commercial terms which are not more favourable to the related parties than those generally available to the public and are not to the detriment of the minority shareholders of the Company. Further information on this resolution is set out in Part A of the Circular to Shareholders dated 30 October 2025.

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), may be made in a hard copy form or by electronic means in the following manner and must be deposited at the Tricor Investor & Issuing House Services Sdn Bhd not less than 48 hours before the time set for holding the Meeting or at any adjournment thereof at which the person named in the appointment proposes to vote:
 - i. In Hard Copy Form

In the case of an appointment made in hard copy form, the instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, shall be deposited at the Tricor Investor & Issuing House Services Sdn Bhd at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or alternatively, drop-in Box located at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia.
 - ii. By Vistra Share Registry and IPO (MY) Portal ("The Portal")

In the case of an appointment made via email mean, the proxy form can be electronically submitted to Tricor Investor & Issuing House Services Sdn Bhd via The Portal at <https://srmy.vistra.com>. Please follow the procedures set out in the Administrative Guide.
- 6 The instrument appointing proxy(ies), may be made in a hard copy form or by electronic means in the following manner and must be deposited Only members whose names appear in the Record of Depositors on 4 December 2025 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, all resolutions set out in the Notice of Annual General Meeting will be put to vote by way of poll.

Personal Data Privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Annual General Meeting and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the AGM (including any adjournment thereof), and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the 'Purposes'); (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes; and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.

STATEMENT ACCOMPANYING THE NOTICE OF ANNUAL GENERAL MEETING

(Pursuant to Paragraph 8.27(2) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad)

1. Directors who are standing for re-election at the 49th Annual General Meeting.

Puan Norhaizam binti Mohammad, who was appointed to the Board on 3 January 2025, retires in accordance with Clause 101 of the Company's Constitution and, being eligible, offers herself for re-election at the 49th Annual General Meeting of the Company.

Datuk Mohd Hasnul Ismar bin Mohd Ismail, who is retiring by rotation in accordance with Clause 102 of the Company's Constitution, being eligible, offers himself for re-election at the 49th Annual General Meeting of the Company.

Chow Sung Chek Simon, who is also retiring by rotation in accordance with Clause 102 of the Company's Constitution, has decided not to seek re-election at the forthcoming Annual General Meeting.

The personal profile of Puan Norhaizam binti Mohammad and Datuk Mohd Hasnul Ismar bin Mohd Ismail are disclosed under the Directors' Profile section on page 12 and 15 of this Annual Report, and Datuk Mohd Hasnul Ismar bin Mohd Ismail's shareholdings in the Company and its subsidiaries are set out in the Analysis of Shareholdings section of this Annual Report.

The Board of Directors has reviewed the eligibility and performance of the retiring Directors and supports and recommends the re-election of Puan Norhaizam binti Mohammad and Datuk Mohd Hasnul Ismar bin Mohd Ismail as Directors of the Company for shareholders' approval.

2. Statement relating to general mandate for the issue of securities in accordance with Paragraph 6.03(3) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad

Details of the general mandate to issue securities in the Company pursuant to Sections 75 and 76 of the Companies Act 2016 are set out in the Explanatory Note 4 of the Notice of 49th Annual General Meeting.