



IREKA

IREKA CORPORATION BERHAD

(Company No. 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 the "Company") is scheduled to be held at Dewan Perdana, Bukit Kiara Equestrian & Country Resort, Jalan Bukit Kiara, Off Jalan Damansara, 60000 Kuala Lumpur on Friday, 16 May 2014 at 10.00 a.m., for the purpose of considering and, if thought fit, passing with or without modifications, the following resolutions:-

ORDINARY RESOLUTION

PROPOSED RENOUNCEABLE TWO-CALL RIGHTS ISSUE OF 56,957,350 NEW ORDINARY SHARES OF RM1.00 EACH IN IREKA CORPORATION BERHAD ("IREKA" OR THE "COMPANY") ("RIGHTS SHARE(S)") TOGETHER WITH 56,957,350 FREE DETACHABLE WARRANTS ("WARRANT(S)") AT AN INDICATIVE ISSUE PRICE OF RM1.00 PER RIGHTS SHARE, ON THE BASIS OF ONE (1) RIGHTS SHARE TOGETHER WITH ONE (1) FREE WARRANT FOR EVERY TWO (2) EXISTING ORDINARY SHARES OF RM1.00 EACH HELD IN IREKA ("IREKA SHARE(S)" OR "SHARE(S)") ON AN ENTITLEMENT DATE TO BE DETERMINED LATER, OF WHICH THE INDICATIVE FIRST CALL OF RM0.65 PER RIGHTS SHARE WILL BE PAYABLE IN CASH ON APPLICATION AND THE INDICATIVE SECOND CALL OF RM0.35 WILL BE CAPITALISED FROM THE COMPANY'S RESERVES ("PROPOSED TWO-CALL RIGHTS ISSUE WITH WARRANTS")

"THAT, subject to the passing of the Special Resolution and conditional upon the approvals of all relevant authorities/parties being obtained, where required, including but not limited to the approval of Bursa Malaysia Securities Berhad being obtained for the admission of the Warrants and listing of and quotation for the Rights Shares and Warrants, as well as the new Ireka Shares to be issued arising from the exercise of the Warrants, the Board of Directors of Ireka ("**Board**") be and is hereby authorised to provisionally issue and allot by way of renounceable rights issue of 56,957,350 Rights Shares together with 56,957,350 Warrants at an indicative issue price of RM1.00 per Rights Share on the basis of one (1) Rights Share together with one (1) free Warrant for every two (2) existing Ireka Shares held, of which the indicative First Call of RM0.65 will be payable in cash on application and the indicative Second Call of RM0.35 will be capitalised from the Company's share premium, to the shareholders of the Company whose names appear on the Record of Depositors of the Company as at the close of business on an entitlement date to be determined later by the Board;

THAT, the Board be and is hereby authorised to deal with any fractional entitlements of the Rights Shares and Warrants that may arise from the Proposed Two-Call Rights Issue with Warrants, in such manner at their absolute discretion as the Board deems fit and expedient, and in the best interest of the Company;

THAT, the new Ireka Shares shall, upon allotment and issuance, rank *pari passu* in all respects with the then existing Ireka Shares, save and except that the Rights Shares shall not be entitled to any dividends, rights, allotments and/or other forms of distribution that may be declared, made or paid for which the entitlement date precedes the date of allotment and issuance of the Rights Shares;

THAT, the Board be and is hereby authorised to issue such additional Warrants ("**Additional Warrant(s)**") as may be required or permitted to be issued as a consequence of the adjustments under the provisions in the deed poll to be executed, constituting the Warrants ("**Deed Poll**");

THAT, the Board be and is hereby authorised to allot and issue such appropriate number of new Ireka Shares arising from the exercise of the Warrants and Additional Warrants, if any, by the holders of the Warrants of their rights in accordance with the provisions of the Deed Poll;

THAT, the new Ireka Shares to be issued arising from the exercise of the Warrants or Additional Warrants shall, upon allotment and issuance, rank *pari passu* in all respects with the then existing Ireka Shares, save and except that the new Ireka Shares shall not be entitled to any dividends, rights, allotments and/or other forms of distribution that may be declared, made or paid for which the entitlement date precedes the date of allotment and issuance of the new Ireka Shares;

THAT, any one of the Directors be and is hereby authorised to enter into and execute the Deed Poll and to do all acts, deeds and things as he may deem fit or expedient in order to implement, finalise and give full effect to the aforesaid Deed Poll;

AND THAT, the Board be and is hereby authorised to take all such necessary steps to give effect to the Proposed Two-Call Rights Issue with Warrants with full powers to assent to any conditions, variations, modifications and/or amendments in any manner as may be required or permitted by any relevant authorities or deemed necessary by the Board, and to take all steps and to do all such acts and matters as they may consider necessary or expedient to implement, finalise and give full effect to the Proposed Two-Call Rights Issue with Warrants."

SPECIAL RESOLUTION

PROPOSED AMENDMENT TO THE ARTICLES OF ASSOCIATION OF THE COMPANY ("PROPOSED AMENDMENT")

"THAT, subject to the approvals of the relevant authorities (where required) being obtained, approval be and is hereby given for the Articles of Association of the Company to be altered, modified, varied and deleted (if specified), in the manner as described in **Section 2.2** of the Circular to Shareholders dated 23 April 2014;

AND THAT, the Board be and is hereby authorised to give effect to the Proposed Amendment and to take all steps and do all acts and things in any manner as they may deem necessary to complete, finalise, implement and give full effect to the Proposed Amendment."

By Order of the Board,

WONG YIM CHENG
Company Secretary

Kuala Lumpur
23 April 2014

Notes: -

1. For the purpose of determining a member who shall be entitled to attend the meeting, the Company shall be requesting a Record of Depositors as at 12 May 2014 from Bursa Malaysia Depository Sdn Bhd in accordance with Article 64 of the Company's Articles of Association and Section 34(1) of the Securities Industry (Central Depositories) Act 1991. Only a depositor whose name appears in the Record of Depositors as at 12 May 2014 shall be entitled to attend in person or to appoint proxy(ies) to attend, speak and vote on his/her behalf.
2. A proxy need not be a member of the Company and there shall be no restrictions as to the qualifications of the proxy. 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") as defined under the Securities Industry (Central Depositories) Act, 1991, there is no limit to the number of proxies which the EAN may appoint in respect of each omnibus account it holds. If more than one (1) proxy is appointed, the EAN shall specify the proportion of shareholdings to be represented by each proxy.
4. The instrument for appointing a proxy, in the case of an individual, shall be signed by the appointor or by his attorney duly authorised in writing, and in the case of a corporation, shall be either under the corporation's seal or under the hand of an officer or attorney of the corporation duly authorised. Where the instrument appointing a proxy with 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 Proxy Form duly completed must be deposited at the registered office of the Company at Level 18, Wisma Mont' Kiara, No.1, Jalan Kiara, Mont' Kiara, 50480 Kuala Lumpur, Malaysia not less than forty-eight (48) hours before the time set for holding the meeting or at any adjournment thereof.