

NOTICE IS HEREBY GIVEN that the Sixteenth (16<sup>th</sup>) Annual General Meeting ("AGM") of Ire-Tex Corporation Berhad will be held at Kulim Golf and Country Resort, Persiaran Kulim Golf, Kulim High-Tech Park, 09000 Kulim, Kedah Darul Aman on Thursday, 28 June 2018 at 10:00 a.m. for the following purposes:-

**AGENDA**

**AS ORDINARY BUSINESS**

- To receive the Audited Financial Statements of the Company for the financial year ended 31 December 2017 together with the Reports of the Directors and Auditors thereon.  
**(Please refer to Note A)**
- To re-elect Mr. Kong Hon Kay who is retiring pursuant to Article 95 of the Company's Constitution.  
**(Please refer to Note B)**
- To re-elect the following Directors who are retiring pursuant to Article 102 of the Company's Constitution:-
  - Y.M. Raja Hizad Bin Raja Kamarulzaman
  - Encik Hamdan Bin Mohd Nor
  - Mr. Christopher Purcell
  - Encik Kamil Bin Abdul Rahman
  - Dato' Koay Kar Huah**(Please refer to Note B)**
- To approve the payment of Directors' fees of RM36,600.00 to the Non-Executive Directors for the financial period from 19 September 2017 to 31 December 2017.  
**(Please refer to Note C)**
- To approve the payment of Directors' benefits (Meeting Allowance) of RM8,250.00 to the Non-Executive Directors for the financial period from 19 September 2017 to 31 December 2017.  
**(Please refer to Note C)**
- To approve the payment of Directors' fees for an aggregate up to RM339,700.00 to the Non-Executive Directors for the period from 1 January 2018 until the conclusion of the next Annual General Meeting of the Company.  
**(Please refer to Note D)**
- To approve the payment of Directors' benefits (Meeting Allowance) for an aggregate up to RM54,000.00 to the Non-Executive Directors for the period from 1 January 2018 until the conclusion of the next Annual General Meeting of the Company.  
**(Please refer to Note D)**
- To re-appoint Messrs UHY as Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration.

**Ordinary Resolution 1**

**Ordinary Resolution 2**

**Ordinary Resolution 3**

**Ordinary Resolution 4**

**Ordinary Resolution 5**

**Ordinary Resolution 6**

**Ordinary Resolution 7**

**Ordinary Resolution 8**

**Ordinary Resolution 9**

**Ordinary Resolution 10**

**Ordinary Resolution 11**

**AS SPECIAL BUSINESS**

To consider and, if thought fit, to pass with or without modifications, the following resolution as an Ordinary Resolution:-

- Authority to allot and issue shares pursuant to Section 75 and 76 of the Companies Act 2016 ("the Act")**  
"THAT subject always to the Act, the Constitution of the Company and the approvals of Bursa Malaysia Securities Berhad ("Bursa Securities") and the relevant regulatory authorities where such approval is necessary, the Directors be and are hereby empowered, pursuant to Sections 75 and 76 of the Act, to issue shares of the Company at any time until the conclusion of the next Annual General Meeting ("AGM") 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 to be issued does not exceed 10% of the total number of issued shares of the Company at the time of issue.  
AND THAT the Directors be and are also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Securities and that such authority shall continue to be in force until the conclusion of the next AGM of the Company."  
**(Please refer to Note E)**
- To transact any other business for which due notice shall have been given.

**Ordinary Resolution 12**

By Order of the Board

CHOONG BEE BEE  
(MAICSA 7010268)  
Company Secretary

Kuala Lumpur  
30 April 2018

**Notes:**

- A member of the Company entitled to attend at the above Meeting is entitled to appoint a proxy or proxies and, in the case of a corporation, a duly authorized representative to attend and vote in its stead. A proxy may but need not be a member of the Company.
- Where a member appoints more than one proxy, the appointment shall be invalid unless the member specifies the proportion of the members' shareholdings to be represented by each proxy. Where a member of the Company is an authorized nominee as defined under the Securities Industry (Central Depository) Act 1991, at least one (1) proxy is allowed to be appointed in respect of each securities account it holds with the ordinary shares of the Company standing to the credit of the said securities account.
- The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorized in writing or, if such appointor is a corporation, either under the corporation's seal or under the hand of an officer or attorney duly authorized.
- Where a member of the Company is an exempt authorized nominee 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 exempt authorized nominee may appoint in respect of each Omnibus Account it holds. Each appointment of a proxy by an exempt authorized nominee shall be by a separate instrument of a proxy which shall specify the proportion of shareholding to be represented by each proxy.
- All forms of proxy must be deposited at the IRE-TEX CORPORATION BERHAD (576121-A), Plot 49 & 63, Lorong Perusahaan 2B, Kulim Industrial Estate, 09000 Kulim, Kedah, not less than forty eight (48) hours before the time approved for holding the above Meeting or at any adjournment thereof.
- Only members whose name appears on the General Meeting Record of Depositors of the Company as at 21 June, 2018, shall be eligible to attend the above Meeting.
- If you have disposed of all your shares in the Company, please forward this document, together with the enclosed form of proxy to the purchaser of such shares or the brokers or the agent through whom you disposed of such shares.

**EXPLANATORY NOTES:-**

**Note A for Item 1 of the Agenda**

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

**Note B for Ordinary Resolutions 1, 2, 3, 4, 5 and 6**

**Name of Directors Standing for Re-election**

The Directors standing for re-election at the forthcoming Sixteenth (16<sup>th</sup>) Annual General Meeting of the Company are as:-

(a) Mr. Kong Hon Kay	Article 95	Ordinary Resolution 1
(b) Y.M. Raja Hizad Bin Raja Kamarulzaman	Article 102	Ordinary Resolution 2
(c) Encik Hamdan Bin Mohd Nor	Article 102	Ordinary Resolution 3
(d) Mr. Christopher Purcell	Article 102	Ordinary Resolution 4
(e) Encik Kamil Bin Abdul Rahman	Article 102	Ordinary Resolution 5
(f) Dato' Koay Kar Huah	Article 102	Ordinary Resolution 6

The profiles of the above Directors are set out on page 4 to page 6 of the Annual Report 2017. The details of the interest of the above Directors in the securities of the Company or its related corporations are disclosed in the Directors' report on page 29 of the Annual Report 2017.

The details of the Directors' attendance for Board Meetings are disclosed in page 14 to page 15 of the Corporate Governance Statement of the Annual Report 2017.

**Note C for Ordinary Resolutions 7 and 8**

In the 15<sup>th</sup> Annual General Meeting held on 19 September 2017 ("15<sup>th</sup> AGM") the Directors' fees and other benefits payable up to RM2.0 million for the financial year ended 2017 was not approved by the Shareholders. As such, the Board seeking fresh approvals from the Shareholders to pay the following Directors' fees and other benefits to the Non-Executive Directors of the Company for the financial period from 19 September 2017 to 31 December 2017, the period after the 15<sup>th</sup> AGM, as in Ordinary Resolutions 7 and 8 respectively:

- Ordinary Resolution 7, for payment of the Directors' fees of RM36,600.00 payable to the Non-Executive Directors for financial period from 19 September 2017 to 31 December 2017; and
- Ordinary Resolution 8, for payment of the Directors' benefits (Meeting Allowance) of RM8,250.00 payable to Non-Executive Directors comprises of meeting allowance of RM750.00 per day for each Non-Executive Director for financial period from 19 September 2017 to 31 December 2017.

(The details of which are set out in Corporate Governance Statement on page 18 to page 19 of the Annual Report.)

**Note D for Ordinary Resolutions 9 and 10**

Section 230(1) of the Companies Act 2016 provides amongst others, that "the fees" of the directors and "any benefits" payable to the directors of a listed company shall be approved at a general meeting. In this respect, the Board agreed that the shareholders' approval shall be sought at the 16<sup>th</sup> Annual General Meeting on the Directors' remuneration in two (2) separate Ordinary Resolutions 9 and 10 described as below:-

- Ordinary Resolution 9 on mandate for payment of Directors' fees for an aggregate up to RM339,700.00 payable to the Non-Executive Directors for the period from 1 January 2018 until the conclusion of the next Annual General Meeting of the Company; and
- Ordinary Resolution 10 on mandate for payment of Directors' benefits (Meeting Allowance) for an aggregate up to RM54,000.00 payable to the Non-Executive Directors for the period from 1 January 2018 until the conclusion of the next Annual General Meeting of the Company.

**Note D for Ordinary Resolutions 9 and 10**

The proposed mandate for Directors' Fees and Directors' benefits payable for the period from 1 January 2018 until the conclusion of the next Annual General Meeting of the Company are calculated based on the current Board size and number of scheduled Board and Committee meetings for the financial year 2018 and until the conclusion of the next Annual General Meeting ("AGM") of the Company. These resolutions are to facilitate payment of Directors' fees and benefits of Non-Executive Directors for the current financial year until the conclusion of the next AGM of the Company. In the event the proposed amounts are insufficient, e.g. due to more meetings or enlarged Board size, approval will be sought at the next AGM for the shortfall.

**Note E for Ordinary Resolution 12**

The proposed Ordinary Resolution 12 is a renewal of the general mandate for issuance of shares pursuant to Sections 75 and 76 of the Act. The Company had, at the Fifteenth (15<sup>th</sup>) AGM held on 19 September 2017, obtained its shareholders' approval for the general mandate for issuance of shares pursuant to Sections 75 and 76 of the Act.

The proposed Ordinary Resolution 12, if passed, will empower the Directors from the conclusion of this AGM, to allot and issue up to a maximum of 10% of the total number of issue share of the Company at the time of issue (other than bonus or rights issue) without the need to convene a general meeting and for such purposes as they consider would be in the best interest of the Company. This authority, unless revoked or varied at a general meeting, will expire at the next AGM of the Company. This mandate will provide flexibility to the Company for any possible fund raising activities, including but not limited to placing of shares, for the purpose of funding working capital, future investment project(s) and/or acquisition(s).