



Bringing Solutions to Life

IRIS CORPORATION BERHAD

(Company No. 302232-X)

(Incorporated in Malaysia)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting (“EGM”) of IRIS Corporation Berhad (“IRIS” or the “Company”) will be held at The Auditorium, 1st Floor, Lot 8 & 9, IRIS Smart Technology Complex, Technology Park Malaysia, Bukit Jalil, 57000 Kuala Lumpur on Wednesday, 12 September 2018 at 11.00 a.m. or any adjournment thereof, to consider and if thought fit, to approve the following ordinary resolutions:

ORDINARY RESOLUTION 1

PROPOSED SHARE ISSUANCE OF 494,380,400 NEW ORDINARY SHARES IN IRIS AT AN ISSUE PRICE OF RM0.12 PER SUBSCRIPTION SHARE (“PROPOSED SHARE ISSUANCE”)

“THAT, subject to the approvals of all relevant authorities being obtained, approval be and is hereby given to the Board of Directors of IRIS (“Board”) to allot and issue 494,380,400 new ordinary shares of IRIS (“Subscription Shares”) at an issue price of RM0.12 per Subscription Share, pursuant to the subscription agreement dated 14 June 2018;

THAT the proceeds of the Proposed Share Issuance will be utilised for the purposes as set out in the circular to shareholders of the Company dated 24 August 2018 (“Circular”), and the Board be authorised with full powers to vary the manner and/or purpose of utilisation of such proceeds in such manner as the Board may deem fit, necessary and/or expedient, subject to the approval of the relevant authorities, where required;

THAT such Subscription Shares will, upon issuance and allotment, rank *pari passu* in all respects with the existing IRIS shares, save and except that the Subscription Shares will 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 said Subscription Shares;

AND THAT the Board be and is hereby authorised to give full effect to the Proposed Share Issuance with full powers to assent to any terms, conditions, modifications, variations and/or amendments in any manner as may be required by the relevant authorities or as the Board may deem necessary or expedient in the best interests of the Company and to do all acts, deeds and things and to execute, sign and deliver for and on behalf of the Company all such documents as may be necessary and/or expedient in the best interests of the Company.”

ORDINARY RESOLUTION 2

PROPOSED SUBSCRIPTION OF 247,190,200 SUBSCRIPTION SHARES AT AN ISSUE PRICE OF RM0.12 PER SUBSCRIPTION SHARE BY DATO’ SRI ROBIN TAN YEONG CHING (“PROPOSED SUBSCRIPTION BY DSRTYC”)

“THAT, subject to the passing of Ordinary Resolution 1 above, and subject to the approval of and in compliance with any conditions as may be imposed by the relevant authorities, approval be and is hereby given for the Company to issue and allot 247,190,200 Subscription Shares at an issue price of RM0.12 per Subscription Share, to Dato’ Sri Robin Tan Yeong Ching (“DSRTYC”) pursuant to the Proposed Share Issuance as set out in the Circular;

AND THAT, the Directors be and are hereby authorised to give full effect to the Proposed Subscription by DSRTYC with full powers to assent to any conditions, variations, modifications and/or amendments in any manner as may be required in the best interests of the Company, and to take all steps or do all acts as they may deem necessary or expedient in order to implement, finalise and give full effect to the Proposed Subscription by DSRTYC as part of the Proposed Share Issuance.”

ORDINARY RESOLUTION 3

PROPOSED SUBSCRIPTION OF 197,190,200 SUBSCRIPTION SHARES AT AN ISSUE PRICE OF RM0.12 PER SUBSCRIPTION SHARE BY DATO’ POH YANG HONG (“PROPOSED SUBSCRIPTION BY DPYH”)

“THAT, subject to the passing of Ordinary Resolution 1 above, and subject to the approval of and in compliance with any conditions as may be imposed by the relevant authorities, approval be and is hereby given for the Company to issue and allot 197,190,200 Subscription Shares at an issue price of RM0.12 per Subscription Share, to Dato’ Poh Yang Hong (“DPYH”) pursuant to the Proposed Share Issuance as set out in the Circular;

AND THAT, the Directors be and are hereby authorised to give full effect to the Proposed Subscription by DPYH with full powers to assent to any conditions, variations, modifications and/or amendments in any manner as may be required in the best interests of the Company, and to take all steps or do all acts as they may deem necessary or expedient in order to implement, finalise and give full effect to the Proposed Subscription by DPYH as part of the Proposed Share Issuance.”

ORDINARY RESOLUTION 4

PROPOSED SUBSCRIPTION OF 50,000,000 SUBSCRIPTION SHARES AT AN ISSUE PRICE OF RM0.12 PER SUBSCRIPTION SHARE BY DATO’ ROZABIL @ ROZAMUJIB BIN ABDUL RAHMAN (“PROPOSED SUBSCRIPTION BY DRAR”)

“THAT, subject to the passing of Ordinary Resolution 1 above, and subject to the approval of and in compliance with any conditions as may be imposed by the relevant authorities, approval be and is hereby given for the Company to issue and allot 50,000,000 Subscription Shares at an issue price of RM0.12 per Subscription Share, to Dato’ Rozabil @ Rozamujib bin Abdul Rahman (“DRAR”) pursuant to the Proposed Share Issuance as set out in the Circular;

AND THAT, the Directors be and are hereby authorised to give full effect to the Proposed Subscription by DRAR with full powers to assent to any conditions, variations, modifications and/or amendments in any manner as may be required in the best interests of the Company, and to take all steps or do all acts as they may deem necessary or expedient in order to implement, finalise and give full effect to the Proposed Subscription by DRAR as part of the Proposed Share Issuance.”

BY ORDER OF THE BOARD

Wong Youn Kim (MAICSA 7018778)

Company Secretary

Kuala Lumpur

Dated: 24 August 2018

Notes:

1. A depositor shall not be regarded as a member entitled to attend the EGM, to speak and vote or appoint proxy(ies) to attend, vote and speak on his/her behalf unless his/her name appears in the register of members and/or record of depositors as at 4 September 2018.
2. To be valid, the form of proxy, duly completed must be deposited at the Registered Office of the Company at Level 2, Tower 1, Avenue 5, Bangsar South City, 59200 Kuala Lumpur not less than 48 hours before the time for holding the meeting Provided That in the event the Member(s) duly executes the form of proxy but does not name any proxy, such Member(s) shall be deemed to have appointed the Chairman of the meeting as his/her proxy, Provided Always that the rest of the proxy form, other than the particulars of the proxy have been duly completed by the Member(s).
3. A Member entitled to attend and vote is entitled to appoint not more than two (2) proxies to attend and vote at the meeting except where a Member is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, in which event it may appoint not more than two (2) proxies respect to each Securities Account it holds in ordinary shares of the Company standing to the credit of the said Securities Account.
4. Where a Member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one (1) Securities Account (“omnibus account”), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.
5. Where a Member or the authorised nominee appoints two (2) proxies, or where an exempt authorised nominee appoints two (2) or more proxies, the appointments shall be invalid unless the proportion of shareholdings to be represented by each proxy is specified in the instrument appointing the proxies.
6. The instrument appointing a proxy shall be writing under the hand of the appointer or of his attorney duly authorised in writing or, if the appointer is a corporation, either under the corporation’s common seal or under the hand of an officer or attorney duly authorised.
7. A Member shall not be precluded from attending and voting in person at any general meeting after lodging the form of proxy but however such attendance shall automatically revoke the authority granted to the proxy.
8. Pursuant to Rule 8.31A of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad, all the resolutions set out in this Notice will be put to vote by way of poll. Independent Scrutineers will be appointed to validate the votes cast at the EGM or any adjournment thereof.