



IREKA

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

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 48th Annual General Meeting of Ireka Corporation Berhad (the "Company") will be conducted fully virtual from the online meeting platform at <https://tiih.online> or <https://tiih.com.my> (Domain registration number with MYNIC: D1A282781) provided by Tricor Investor & Issuing House Services Sdn Bhd on Wednesday, 11 December 2024 at 10.30 a.m. for the following purposes:

AS ORDINARY BUSINESS

- To receive the Audited Financial Statements of the Company and of the Group for the Financial Year Ended 30 June 2024 together with the reports of the Directors and the Auditors thereon.
- To approve the payment of Directors' fees of RM280,000 and benefits of RM55,000 for the period commencing 12 December 2024 until the conclusion of next Annual General Meeting.
- To re-elect Chairil bin Mohd Tamil who retires in accordance with Clause 102 of the Company's Constitution, as Director and, being eligible, offers himself for re-election. YBhg Dato Azmi bin Abdullah, who retires by rotation pursuant to Clause 102 of the Company's Constitution has expressed his intention of not seeking reelection. Hence, he will retain office until the conclusion of the 48th Annual General Meeting.
- 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.

(Please refer to
Explanatory Note 1
Ordinary Resolution 1
(Please refer to
Explanatory Note 2
Ordinary Resolution 2
(Please refer to
Explanatory Note 3
Ordinary Resolution 3

AS SPECIAL BUSINESS

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

- 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**
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.
- Proposed Renewal of General Mandate for Recurrent Related Party Transactions**
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 2.2.2 of the Circular to Shareholders dated 30 October 2024) 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:
 - 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;
 - 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
 - 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.
- 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.

Ordinary Resolution 4
(Please refer to
Explanatory Note 4)

Ordinary Resolution 5
(Please refer to
Explanatory Note 5)

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)

Joint Company Secretary
Kuala Lumpur
30 October 2024

EXPLANATORY NOTES

1 Item 1 of the Agenda - Audited Financial Statements for the Financial Year Ended 30 June 2024

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 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 2024 until the conclusion of the next Annual General Meeting ("AGM")
Fees	RM280,000
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 102 of the Company's Constitution states that all Directors shall retire from office at least once in every three (3) periods, but shall be eligible for re-election. Clause 103 of the Company's Constitution provides that an election of Directors shall take place each period. This provides an opportunity for the shareholders to renew their mandates for the said Directors to continue to serve on the Board.

Chairil bin Mohd Tamil is retiring pursuant to Clause 102 of the Company's Constitution, and being eligible, have offered himself for re-election at this AGM.

The Board was satisfied with the performance of En Chairil bin Mohd Tamil upon the recommendation by the Nomination & Remuneration Committee and hence, present herewith their proposed re-election to be tabled for shareholders' approval at this AGM. To assist the shareholders in their decision, information on his personal profile is provided on page 21 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.

The proposed resolution is to seek a renewal for the general mandate to empower the Directors of the Company pursuant to the Act, from the date of the 48th AGM of the Company, to issue and allot ordinary shares of not more than ten per centum (10%) of the total number of issued shares of the Company for such purposes as the Directors of the Company consider would be in the best interests of the Company. Unless revoked or varied at a general meeting, this authority will expire at the conclusion of the next Annual General Meeting of the Company. This authority will provide flexibility and enable the Directors to take swift action for the allotment of shares for any possible fundraising activities, including but not limited to further placement of shares to fund future investment project(s), working capital, and/or acquisition(s) and to avoid delay and cost in convening general meetings to approve such issue of shares.

As of the date of this Notice of the Meeting, no new shares in the Company were issued under the provision of the general mandate granted to the Directors of the Company at the 47th Annual General Meeting of the Company held on 5 December 2023, which will lapse at the conclusion of the 48th AGM of the Company. Hence, no proceeds were raised.

Pursuant to Section 85(1) of the Act be read together with Clause 14 of the Constitution of the Company, shareholders of the Company have preemptive rights to be offered any new shares in the Company which rank equally to the existing issued shares in the Company or other convertible securities.

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

The Ordinary Resolution 5, 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 2024.

IMPORTANT NOTICE

Guided by the Securities Commission Malaysia's Revised Guidance Note and FAQ on Conduct of General Meetings for Listed Issuers and its subsequent amendments, an online meeting platform can be recognised as the meeting venue or place under Section 327(2) of the Companies Act 2016 provided that the online platform is located in Malaysia. Please follow the procedures as stipulated in the Administrative Guide for the Meeting in order to register, participate and vote virtually.

NOTES ON PROXY

- 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.
- 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.
- 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.
- 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.
- 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:
 - 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, the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia.
 - By Tricor Online System (TIIH Online)**
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 TIIH Online (applicable to individual shareholders only). The website to access TIIH Online is <https://tiih.online> (Kindly refer to the Administrative Guide for the 48th AGM).
- Only members whose names appear in the Record of Depositors on 29 November 2024 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.
- 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.