



## IREKA CORPORATION BERHAD

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

### NOTICE OF EXTRAORDINARY GENERAL MEETING FOR SHAREHOLDERS

**NOTICE IS HEREBY GIVEN THAT** an Extraordinary General Meeting (“EGM”) of Ireka Corporation Berhad (“ICB” or “Company”) will be conducted on a fully virtual basis through live streaming and online remote via 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 Friday, 28 February 2025 at 3.00 p.m. or any adjournment thereof, for the purpose of considering and if thought fit, passing with or without modifications, the following resolutions:

#### **SPECIAL RESOLUTION I**

#### **PROPOSED VARIATION TO THE TERMS OF THE 2% CUMULATIVE REDEEMABLE CONVERTIBLE PREFERENCE SHARES OF ICB (“RCPS”) AND EXTENSION OF THE TENURE OF THE RCPS (“PROPOSED RCPS VARIATION AND EXTENSION”)**

“**THAT**, subject to the passing of the Special Resolution II below and approval of all relevant authorities, approval be and is hereby given to the Company to amend, modify and / or vary the existing terms of the RCPS in the Subscription Agreement dated 29 November 2021 entered into between the Company and Fairfax Ventures Ltd (British Virgin Islands BC Registration No.: 1926538) (“Subscriber”), in the manner set out in the Circular to shareholder dated 6 February 2025 and in accordance with the amendments, modifications, and/or variations stipulated in the Deed of Variation dated 17 January 2025 entered into between the Company and the Subscriber.

**AND THAT** the Board be and is hereby authorised to take all such steps, do all acts, deeds, and enter into all such agreements, deeds, arrangements, and undertakings, and to execute, sign, and deliver on behalf of the Company, such documents as may be necessary, expedient, and/or appropriate to implement and give full effect to the Proposed RCPS Variation and Extension with full power to assent to any conditions, modifications, variations and/or amendments as may be required by the relevant authorities and to take all steps and actions as they may deem necessary and expedient to finalise, implement and give full effect to the Proposed RCPS Variation and Extension.”

#### **SPECIAL RESOLUTION II**

#### **PROPOSED AMENDMENTS TO THE CONSTITUTION OF ICB (“PROPOSED AMENDMENTS”)**

“**THAT**, subject to the passing of the Special Resolution I and all approvals and consents from the relevant authorities and/or other parties being obtained (where required), approval be and is hereby given for the Company to amend the Constitution in the form and manner as set out in Section 2.2 of the Circular dated 6 February 2025.

**AND THAT** the Board be and is hereby authorised to do all such acts, deeds and things as are necessary and/or expedient in order to implement, finalise and give full effect to the Proposed Amendments with full power to assent to any conditions, modifications, variations and/or amendments in any manner as may be required by any relevant authorities and/or parties, the relevant and applicable laws or deemed necessary or desirable by the Board.”

#### **BY ORDER OF THE BOARD**

**DAUD BIN A MAJEED (Licence No.: 0006578) (SSM PC No.: 201908000282)**

**MUHAMMAD HAZWAN BIN MD AZMEE @ AZMI (Membership No.: MIA 43997) (SSM PC No.: 201908000869)**

**Company Secretaries**

**Kuala Lumpur**

**6 February 2025**

#### **Notes:**

- (1) The Securities Commission Malaysia had on 16 July 2021, revised the Guidance Note and Frequently Asked Questions (“FAQ”) on the conduct of General Meetings for Listed Issuers which was originally issued on 18 April 2020 (“the Revised Guidance Note and FAQ”), to require all meeting participants of a fully virtual general meeting including the Chairperson of the meeting, board members, senior management and shareholders to participate in the meeting online. According to the Revised Guidance Note and FAQ, 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 EGM in order to register, participate and vote virtually.
- (2) 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.
- (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”), there is no limit to the number of proxies which the EAN may appoint in respect of each Omnibus Account it holds.
- (4) 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.
- (5) 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.
- (6) The instrument appointing proxy(ies) or the power of attorney or other authority (if any), must be deposited at 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 or alternatively, Drop-in Box at Unit G-2, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur Malaysia not less than 48 hours before the time set for holding the meeting or at any adjournment thereof. Alternatively, the Proxy Form can be deposited electronically through TIH Online at <https://tiih.online> not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
- (7) Only members whose names appear in the Record of Depositors on 21 February 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.
- (8) Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Securities, all resolutions set out in this Notice of Extraordinary General Meeting will be put to vote by way of poll.