

NOTICE OF TWENTY-SEVENTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT

the Twenty-Seventh (27th) Annual General Meeting (“AGM”) of the Company will be held on a fully virtual basis via live streaming and online meeting platform via Remote Participation and Voting facilities provided by Tricor Investor & Issuing House Services Sdn. Bhd. (“Tricor”) via its TIIH Online website at <https://tiih.online> on Wednesday, 29 September 2021 at 11.00 a.m. or at any adjournment thereof, for the purpose of considering and if thought fit, passing with or without modification to transact the following businesses:

AGENDA

ORDINARY BUSINESS

1. To receive the Audited Financial Statements for the financial year ended 31 March 2021 together with the Reports of the Directors and the Auditors thereon.
2. To re-elect the following Directors who retire pursuant to Clause 97 of the Company’s Constitution:
 - (a) Tan Sri Nik Mohamed Bin Nik Yaacob
 - (b) Dr. Poh Soon Sim
3. To re-elect the following Directors who retire pursuant to Clause 104 of the Company’s Constitution:
 - (a) Encik Shaiful Zahrin Bin Subhan
 - (b) Mr H’ng Boon Harn
4. To approve the Directors’ Fees and allowances of up to RM700,000.00 from 27th AGM until the next Annual General Meeting.
5. To re-appoint Messrs Baker Tilly Monteiro Heng PLT as Auditors of the Company and to authorise the Directors to fix their remuneration.

**Please refer to
Explanatory Note 1**

Ordinary Resolution 1
Ordinary Resolution 2

Ordinary Resolution 3
Ordinary Resolution 4

Ordinary Resolution 5

Ordinary Resolution 6

Notice of Twenty-Seventh Annual General Meeting

continued

SPECIAL BUSINESS

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

6. **AUTHORITY TO ISSUE SHARES**

“THAT subject always to the Companies Act, 2016 (“Act”), Constitution of the Company, ACE Market Listing Requirements of Bursa Malaysia Securities Berhad (“Bursa Securities”) and approvals of the relevant governmental/regulatory bodies (if any), the Directors be and are hereby authorised and empowered pursuant to Sections 75 and 76 of the Act to issue new shares in the Company from time to time at such price, upon such terms and conditions, for such purposes and to such person or persons whomsoever as the Directors may, in their absolute discretion, deem fit, provided that the aggregate number of shares issued in any one financial year of the Company pursuant to this resolution does not exceed ten percentage (10%) of the total issued and paid-up share capital 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 Annual General Meeting of the Company.”

7. To transact any other business for which due notice shall have been given in accordance with the Companies Act, 2016 and the Company’s Constitution.

BY ORDER OF THE BOARD,

MS WONG YOUN KIM (MAICSA 7018778)
Company Secretary

Kuala Lumpur
24 August 2021

Ordinary Resolution 7

**Please refer to
Explanatory Note 2**

Notice of Twenty-Seventh Annual General Meeting

continued

NOTES:

1. As part of the initiatives to curb the spread of COVID-19 and taking into consideration of safety and well-being members of the Company, the 27th AGM of the Company will be held on a fully virtual basis via live streaming and online meeting platform.
2. Shareholders/proxy(ies) **will not be allowed** to attend the 27th AGM in person on the day of the meeting. Shareholders are to attend, speak (including posing questions to the Board via real time submission of typed texts) and vote (collectively, "participate") remotely at the 27th AGM via the Remote Participation and Voting facilities ("RPV") provided by Tricor Investor & Issuing House Services Sdn. Bhd. ("Tricor") via its TIIH Online website at <https://tiih.online>. Please follow the Procedures for RPV in the Administrative Guide.
3. A member of the Company entitled to attend and vote at the AGM via RPV is entitled to appoint a proxy/proxies, to attend and vote instead of him. A proxy may but need not be a member of the Company and need not be an advocate, an approved company auditor or a person appointed by the Registrar of Companies.
4. A member shall be entitled to appoint not more than two (2) proxies to attend and vote at the same AGM.
5. Where a member appoints more than one (1) proxy, the appointments shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.
6. If the appointer is a corporation, the Form of Proxy must be executed under its Common Seal or under the hand of an officer or attorney duly authorised.
7. Where a member is an exempt authorised nominee 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 exempt authorised nominee may appoint in respect of each omnibus account it holds.
8. A proxy appointed to attend and vote in the AGM of the Company shall have the same rights as the member to speak at the AGM.
9. A member who has appointed a proxy or attorney or authorised representative to attend, participate, speak and vote at the AGM via RPV must request his/her proxy to register himself/herself for RPV at TIIH online website at <https://tiih.online>. Please follow the Procedures for RPV in the Administrative Guide.
10. The appointment of a proxy may be made in a hard copy form or by electronic means in the following manner and must be received by the Company not less than forty-eight (48) hours before the time appointed for holding the AGM or adjourned general meeting at which the person named in the appointment proposes to vote:
 - (i) **In hard copy form**
In the case of an appointment made in hard copy form, the proxy form must be deposited at the Company's Share Registrar at Tricor Investor & Issuing House Services Sdn Bhd of 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.
 - (ii) **By electronic means via TIIH Online**
The proxy form can be electronically lodged with the Share Registrar of the Company via TIIH Online at <https://tiih.online>. Kindly refer to the Administrative Guide on the procedures for electronic lodgement of proxy form via TIIH Online.

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 AGM as his/their proxy.

11. General Meeting Record of Depositors

For the purpose of determining who shall be entitled to attend in the AGM via RPV, the Company shall be requesting the Bursa Malaysia Depository Sdn Bhd in accordance with Clause 62 of the Company's Constitution and Section 34(1) of the Securities Industry (Central Depositories) Act 1991, to issue a General Meeting Record of Depositors as at 22 September 2021. Only a depositor whose name appears on the Record of Depositors as at 22 September 2021 shall be entitled to attend the AGM via RPV or appoint proxy/proxies to attend, speak and/or vote in his stead.

Notice of Twenty-Seventh Annual General Meeting

continued

EXPLANATORY NOTES

1. **Item 1 of the Agenda - Audited Financial Statement for the Financial Year Ended 31 March 2021**

The Audited Financial Statements are for discussion only as the approval of the shareholders is not required pursuant to the provisions of Section 340(1)(a) of the Companies Act, 2016. Hence, this Agenda is not put forward for voting by the shareholders of the Company.

2. **Ordinary Resolution 7 - Authority to Issue and Allot Shares pursuant to Sections 75 and 76 of the Companies Act, 2016**

The proposed Ordinary Resolution 7 is intended to renew the authority granted to the Directors of the Company at the Twenty-Sixth Annual General Meeting of the Company held on 23 September 2020 to issue and allot shares at any time to such persons in their absolute discretion without convening a general meeting provided that the aggregate number of the shares issued does not exceed 10% of the issued and paid-up share capital of the Company for the time being. This authority will, unless revoked or varied by the Company in general meeting, expire at the conclusion of the next Annual General Meeting.

The mandate is to provide flexibility to the Company to issue new shares without the need to convene a separate general meeting to obtain shareholders' approval so as to avoid incurring additional cost and time. This mandate is also meant for any possible fund-raising exercises including but not limited to further placement of shares, for purpose of funding current and/or future investment, working capital and/or acquisitions.

STATEMENT ACCOMPANYING NOTICE OF TWENTY-SEVENTH ANNUAL GENERAL MEETING

1. The Directors who are standing for re-election at the Twenty-Seventh Annual General Meeting of the Company pursuant to the Constitution of the Company are:
 - (a) Tan Sri Nik Mohamed Bin Nik Yaacob (Clause 97)
 - (b) Dr. Poh Soon Sim (Clause 97)
 - (c) Encik Shaiful Zahrin Bin Subhan (Clause 104)
 - (d) Mr H'ng Boon Harnng (Clause 104)

The details of the above Directors seeking re-election are set out in the 'Board of Directors' section as disclosed on pages 14 to 16 of the Annual Report.

PROXY FORM

I/We _____ NRIC No./Company No. _____
(FULL NAME IN BLOCK LETTERS)

of _____
(FULL ADDRESS)

being a member/members of **IRIS CORPORATION BERHAD**, hereby appoint the following person(s) or failing him, the Chairman of the meeting as my/our proxy/proxies to vote for me/us on my/our behalf, at the Twenty-Seventh (27th) Annual General Meeting ("AGM") of the Company will be held on a fully virtual basis via live streaming and online meeting platform via Remote Participation and Voting facilities provided by Tricor Investor & Issuing House Services Sdn. Bhd. ("Tricor") via its TIIH Online website at <https://tiih.online> on Wednesday, 29 September 2021 at 11.00 a.m. and any adjournment thereof:

NO.	NAME OF PROXY, NRIC NO. & ADDRESS	NO. OF SHARES TO BE REPRESENTED BY PROXY
1.	Name: _____ NRIC No.: _____ Address: _____ H/P No.: _____ Email: _____	
2.	Name: _____ NRIC No.: _____ Address: _____ H/P No.: _____ Email: _____	

NO.	RESOLUTIONS		FOR	AGAINST
1.	Re-election of Tan Sri Nik Mohamed Bin Nik Yaacob	Ordinary Resolution 1		
2.	Re-election of Dr. Poh Soon Sim	Ordinary Resolution 2		
3.	Re-election of Encik Shaiful Zahrin Bin Subhan	Ordinary Resolution 3		
4.	Re-election of Mr H'ng Boon Harn	Ordinary Resolution 4		
5.	Approval of the Directors' fees and allowances of up to RM700,000.00 from 27 th AGM until the next Annual General Meeting	Ordinary Resolution 5		
6.	To re-appoint Messrs Baker Tilly Monteiro Heng PLT as Auditors of the Company and to authorise the Directors to fix their remuneration	Ordinary Resolution 6		
7.	Authority to allot and issue shares pursuant to Sections 75 and 76 of the Companies Act, 2016	Ordinary Resolution 7		

Please indicate with an "X" in the appropriate boxes on how you wish your vote to be cast on the Resolutions specified in the Notice of Meeting. Unless voting instructions are indicated in the space above, the proxy will vote as he/she thinks fit.

NUMBER OF SHARES **CDS A/C NO.**

Date _____ Signature of member(s)/Seal _____

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The Company Secretary

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Bangsar South City
59200 Kuala Lumpur

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POSTAGE
HERE

www.iris.com.my

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