



IRIS CORPORATION BERHAD
(Registration No. 199401016552 (302232-X))
(Incorporated in Malaysia)

**NOTICE OF COURT CONVENED MEETING
IN THE HIGH COURT OF MALAYA AT KUALA LUMPUR
IN THE STATE OF WILAYAH PERSEKUTUAN, KUALA LUMPUR
(COMMERCIAL DIVISION)
ORIGINATING SUMMONS NO: WA-24NCC(SOA)-11-06/2025**

In the matter of IRIS CORPORATION BERHAD
(Registration No. 199401016552 (302232-X))

And

In the matter of Sections 366, 369 and 370 of the
Companies Act, 2016

And

In the matter of Order 88 of the Rules of Court 2012

IRIS CORPORATION BERHAD
(Registration No. 199401016552 (302232-X))

...Applicant

**NOTICE OF MEETING SUMMONED PURSUANT TO THE ORDER OF THE HIGH COURT OF
MALAYA AT KUALA LUMPUR IN RESPECT OF A PROPOSED MEMBERS' SCHEME OF
ARRANGEMENT OF THE APPLICANT**

Pursuant to an Order of the High Court of Malaya ("**Court**") under Section 366(1) of the Companies Act, 2016 ("**Act**") given on 4 September 2025 in respect of the above matter ("**Order**"), **NOTICE IS HEREBY GIVEN** for a meeting of the members of the abovenamed Applicant ("**IRIS**" or "**Company**") ("**Scheme Members**"), be convened in accordance with Section 366(1) of the Act ("**Court Convened Meeting**") for the purposes of considering and, if thought fit, to approve (with or without modification) a proposed scheme of arrangement between the Company and the Scheme Members ("**Proposed Scheme of Arrangement**").

The following resolution is proposed to be voted upon and approved in the Court Convened Meeting for the Applicant's shareholders:

"THAT subject to the sanction of the Court, approval be and is hereby given for the Proposed Scheme of Arrangement, the terms of which Proposed Scheme of Arrangement is set out in the "Scheme Document" attached to this notice, AND THAT the Company and the Scheme Members shall be and is hereby bound to the Proposed Scheme of Arrangement

THAT the Board be and is hereby empowered and authorised to take any and all actions and steps and do all such acts, deeds and things to complete and give full effect to the Proposed Internal Reorganisation as the Board may consider necessary, expedient or appropriate with full power to:

- (a) execute, sign, deliver and cause to be delivered on behalf of the Company and/or its members (including, without limitation, affixing of the Company's seal, where applicable) any and all such agreements, documents, deeds, instruments, undertakings, declarations, confirmations and/or arrangements in relation to the Proposed Internal Reorganisation (including any supplementary or variation agreements and documents in connection therewith) to give full effect to and complete the Proposed Internal Reorganisation; and
- (b) assent to any conditions, modifications, variations and/or amendments as may be approved, imposed or required by Bursa Securities and any other relevant authorities or as may be deemed necessary and/or expedient by the Board in the best interest of the Company and to take all steps and do all acts and things in any manner as it may deem necessary and/or expedient to finalise, implement, to give full effect to and complete the Proposed Internal Reorganisation;

AND THAT all previous actions taken by the Board for the purpose of or in connection with the Proposed Internal Reorganisation be and are hereby adopted, approved and ratified."

The Court Convened Meeting will be held at Auditorium, 1st Floor, Lot 8 & 9, IRIS Smart Technology Complex, Technology Park Malaysia, Bukit Jalil, 57000 Kuala Lumpur on 15 October 2025 at 11.00 a.m. or, at any adjournment thereof, at which place and time the Scheme Members are requested to attend.

A copy of the Explanatory Statement cum Circular to Shareholders of the Company together with the scheme paper detailing the Proposed Scheme of Arrangement as attached to the Notice of Court Convened Meeting dated 12 September 2025 and containing the Proxy Form required to be furnished pursuant to Section 369 of the Act is enclosed herewith ("**Scheme Documents**").

Additional copies of the Scheme Documents may be obtained from the registered office of the Company at Level 7, Mercu 3, No. 3, Jalan Bangsar, KL Eco City, 59200 Kuala Lumpur on any day from the date of this Notice up to the date of the Court Convened Meeting, from 9.00 a.m. to 5.00 p.m. Mondays to Fridays (except public holidays). The resolution to be voted upon and approved in the Court Convened Meeting shall be decided by way of poll.

Scheme Members may vote at the Court Convened Meeting or they may appoint another person as proxy to attend and vote in their stead. A proxy may but need not be a member of the Company. A Proxy Form for the Court Convened Meeting of the Company is enclosed in the Explanatory Statement cum Circular.

The Proxy Form must be deposited at the office of the registered office of the Company at Level 7, Mercu 3, No. 3, Jalan Bangsar, KL Eco City, 59200 Kuala Lumpur, no later than 24 hours before the time appointed for the Court Convened Meeting or any adjournment thereof.

By the said Order of the Court, the Court has appointed Bernard Tan Leng Kooi or failing him and/or in his absence, Chong Cham Seng, to act as the Chairman of the Court Convened Meeting ("**Chairman**") and that the result of the Court Convened Meeting be reported by the Chairman to the Court after the Court Convened Meeting of the Company.

The Proposed Scheme of Arrangement will be subject to the subsequent sanction of the Court.

Date: 12 September 2025

Messrs Lin Partnership

Solicitors for the Company
Unit 821, 8th Floor, Block A, Lift Lobby 6
Damansara Intan
No.1 Jalan SS20/27
47400 Petaling Jaya
Selangor Darul Ehsan

Notes:

- (i) *A member who is entitled to attend, participate, speak and vote at the Court Convened Meeting ("CCM") shall be entitled to appoint more than 1 proxy to attend, participate, speak and vote at the CCM in his/her stead. Where a member appoints more than 1 proxy, he/she shall specify the proportion of his/her shareholdings to be represented by each proxy.*
- (ii) *A proxy may, but need not, be a member of the Company. A proxy appointed to attend, participate, speak and vote at the CCM shall have the same rights as the member to attend, participate, speak and vote at the CCM.*
- (iii) *The instrument appointing a proxy 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 its common seal or under the hand of an officer or attorney duly authorised.*
- (iv) *Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in 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. The appointment of multiple proxies shall not be valid unless the proportion of its shareholdings represented by each proxy is specified.*
- (v) *Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991, it may appoint more than 1 proxy in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.*
- (vi) *For the purpose of determining a member who shall be entitled to attend, participate, speak and vote at the CCM, the Company will be requesting Bursa Malaysia Depository Sdn Bhd in accordance with Clause 65(b) of the Company's Constitution to issue a General Meeting Record of Depositors as at 8 October 2025. Only members whose names appear in the General Meeting Record of Depositors as at 8 October 2025 shall be regarded as members and entitled to attend, participate, speak and vote at the CCM.*
- (vii) *To be valid, the Proxy Form must be deposited at the registered office of IRIS at Acclime Corporate Services Sdn Bhd, Level 7, Mercu 3, No. 3, Jalan Bangsar, KL Eco City, 59200 Kuala Lumpur not less than 24 hours before the time for holding the meeting or any adjournment thereof. Provided that in the event the member(s) duly executes the proxy form but does not name any proxy, such member(s) shall be deemed to have appointed the Chairman of the meeting as his/their proxy.*
- (viii) *All resolutions set out in the notice of CCM will be put to vote by poll.*
- (ix) *Kindly check Bursa Malaysia Securities Berhad's website at <https://www.bursamalaysia.com> and the Company's website at <https://www.iris.com.my/> for the latest updates on the status of the CCM.*

PERSONAL DATA PRIVACY

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, participate, speak and vote at the CCM and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the CCM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the CCM (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purposes"), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.