



**INIX TECHNOLOGIES HOLDINGS BERHAD** (665797-D)  
(Incorporated in Malaysia)

**NOTICE OF TWELFTH ANNUAL GENERAL MEETING**

NOTICE IS HEREBY GIVEN THAT the Twelfth Annual General Meeting of INIX Technologies Holdings Berhad will be held at Kelab Shah Alam Selangor, Jalan Aerobik 13/43, 40000 Shah Alam, Selangor Darul Ehsan on Tuesday, 27 December 2016 at 10.00 a.m. for the following purpose:

**AS ORDINARY BUSINESS**

- To receive the Audited Financial Statements for the financial year ended 31 July 2016 together with the Directors' and Auditors' Reports thereon.
- To approve the payment of Directors' fees for the financial year ended 31 July 2016. *Resolution 1*
- To re-elect the following Directors who retire in accordance with Article 85 of the Company's Articles of Association of the Company and being eligible, offer themselves for re-election:-
  - Dr. Azman Bin Hussin *Resolution 2*
  - Yeo Wee Kiat *Resolution 3*
- To re-elect Dato' Sri Syed Ismail B. Dato' Hj Syed Azizan who retires in accordance with Article 92 of the Articles of Association of the Company, and being eligible, offer himself for re-election. *Resolution 4*
- To re-appoint Yeo Wee Kiat, the Director who is over the age of seventy (70) years, and is retiring pursuant to Section 129(6) of the Companies Act, 1965, and being eligible, offered himself for re-appointment. *Resolution 5*
- To re-appoint Messrs. UHY as the Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration. *Resolution 6*

**AS SPECIAL BUSINESS**

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

- Authority to allot and issue shares pursuant to Section 132D of the Companies Act, 1965 *Resolution 7*

**THAT** pursuant to Section 132D of the Companies Act 1965, the Directors of the Company be and are hereby empowered to 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 in any one financial year does not exceed 10% of the issued share capital of the Company for the time being and that the Directors be and are also empowered to obtain approval for the listing of and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad and that such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company unless revoked or varied by the Company at a general meeting."
- Proposed Renewal of Shareholders' Mandate For Recurrent Related Party Transactions of Revenue or Trading Nature to be entered with eNcoral Digital Solutions Sdn. Bhd. ("eNcoral") and Persons Connected with eNcoral. *Resolution 8*

**THAT** authority be and is hereby given pursuant to Rule 10.09 of Chapter 10 of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad for the Company and its subsidiaries ("Group") or any of them to enter into and give effect to the categories of recurrent related party transactions of a revenue or trading nature as set out in Section 2.4 of the Circular to Shareholders dated 30 November 2016, provided that:-

  - the transactions are in the ordinary course of business and on normal commercial terms which are not more favourable to the transacting parties than those generally available to the public and are not to the detriment of the minority shareholders of the Company; and
  - disclosure of the aggregate value of the transactions conducted during the financial year will be disclosed in the Circular.

**THAT** such authority shall commence upon the passing of this resolution and shall continue to be in force until:

- the conclusion of the next Annual General Meeting of the Company following the Annual General Meeting at which such mandate was passed, at which time it will lapse, unless the authority is renewed by a resolution passed at the meeting;
- the expiration of the period within which the next Annual General Meeting is required to be held pursuant to Section 143(1) of the Companies Act, 1965 but shall not extend to such extension as may be allowed pursuant to Section 143(2) of the Companies Act, 1965; or
- revoked or varied by resolution passed by the shareholders in a general meeting;

Whichever is the earlier,

**AND THAT** the Directors of the Company be and are hereby authorised to complete and do all such acts and things as they may consider expedient or necessary to give effect to the transactions authorised by the Proposed Shareholders' Mandate."

- Authority for the Company to purchase its own ordinary shares of up to 10% of the issued and paid-up share capital ("Proposed Share Buy-Back Mandate") *Resolution 9*

**THAT** subject to the Act, the provisions of the Company's Memorandum and Articles of Association, the ACE Market Listing Requirements of Bursa Securities ("AMLR") and all other prevailing laws, guidelines, rules, regulations and orders issued and/or amended from time to time by the relevant regulatory authorities, the Company be and is hereby authorised to purchase its own ordinary shares of RM0.10 each ("Shares") of up to ten per centum (10%) of the issued and paid-up share capital of the Company as may be determined by the Directors of the Company from time to time through Bursa Securities upon such terms and conditions as the Directors may deem fit and expedient in the best interest of the Company and an amount not exceeding the share premium account and the retained profits of the Company, be allocated by the Company for the Proposed Share Buy-Back Mandate.

**AND THAT** upon completion of the purchase(s) of the Shares by the Company, authority be and is hereby given to the Directors of the Company to decide at their absolute discretion to either to cancel the Shares so purchased and/or to retain the Shares so purchased as treasury shares or if retained as treasury shares, may resell the treasury shares on Bursa Securities and/or to distribute as share dividends to shareholders and/or subsequently cancelling the treasury shares or any combination of the three.

**AND FURTHER THAT** the Directors of the Company be and are hereby authorised to carry out the Proposed Share Buy-Back Mandate immediately upon passing of this ordinary resolution until:-

- the conclusion of the next AGM of the Company, at which time the authority shall lapse unless renewed by ordinary resolution, either unconditionally or conditionally; or
  - the expiration of the period within which the next AGM is required by law to be held; or
  - revoked or varied by ordinary resolution passed by the shareholders in a general meeting
- whichever occurs first, but not so as to prejudice the completion of purchase(s) by the Company of the Shares before the aforesaid expiry date and to take all such steps as are necessary and/or to do all such acts and things as the Directors may deem fit and expedient in the best interest of the Company to give full effect to the Proposed Share Buy-Back Mandate with full powers to assent to any conditions, modifications, amendments and/or variations as may be imposed by the relevant authorities."

- Authority for Dato' Megat Fairouz Junaedi Bin Megat Junid to continue in office as Independent Non-Executive Director *Resolution 10*

**THAT** authority be and is hereby given to Dato' Megat Fairouz Junaedi Bin Megat Junid who has served as an Independent Non-Executive Director of the Company for a cumulative terms of more than nine (9) years, to continue to act as an Independent Non-Executive Director of the Company until the conclusion of the next Annual General Meeting in accordance with the Malaysia Code Corporate Governance 2012."

**ANY OTHER BUSINESS:**

- To transact any other business for which due notice shall have been given in accordance with the Company's Articles of Association and the Companies Act, 1965.

By order of the Board

Wong Youn Kim  
(MAICSA 7018778)  
Company Secretary  
Kuala Lumpur  
30 November 2016

**NOTE:**

- A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote in his stead. A proxy may but need not be a member of the Company and the provision of Section 149(1)(b) of the Companies Act, 1965 shall not apply to the Company.
- If the appointer is a corporation, the proxy form must be executed under its common seal or under the hand of an officer or an attorney duly authorized.
- A member shall not be entitled to appoint more than two proxies to attend and vote at the same meeting. Where a member appoint two proxies, the appointment shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy in a poll and the proxy who shall be entitled to vote on a show of hands.
- Where a Member of the Company is an Exempt Authorised Nominee 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 Exempt Authorised Nominee may appoint in respect of each omnibus account it holds.
- The instrument appointing a proxy must be deposited at the registered office of the Company, situated at Level 2, Tower 1, Avenue 5, Bangsar South City, 59200 Kuala Lumpur not less than forty-eight (48) hours before the time holding the meeting or adjournment meeting.
- Only depositors whose names appear in the Record of depositors as at 20 December 2016 shall be registered as members and be entitled to attend the Twelfth Annual General Meeting or appoint proxy(ies) to attend and vote on his/her behalf.

**EXPLANATORY NOTES ON SPECIAL BUSINESS:**

**RESOLUTION 7**

The Ordinary Resolution No. 7, if passed will give the Directors of the Company from the date of the above Meeting, authority to allot and issue ordinary shares for the unissued capital of the Company for such purposes as the Directors consider would be in the interest of the Company. This authority will, unless revoked or varied by the Company in General Meeting, expire at the next Annual General Meeting.

The renewal of the general 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.

Up to the date of this Notice, the Company did not issue any shares pursuant to the mandate granted to the Directors at the last Annual General Meeting held on 28 December 2015.

**RESOLUTION 8**

The Ordinary Resolution No. 8, if passed will give authority to the Company and its subsidiaries to enter into with specific classes of related parties and to give effect to specified recurrent related party transactions of a revenue or trading nature which are necessary for the Company and its subsidiaries' day-to-day operations. This authority will, unless revoked or varied by the Company in General Meeting will expire at the next Annual General Meeting.

The detail explanatory is set out in the Circular to Shareholders dated 30 November 2016 attached to the Annual Report.

**RESOLUTION 9**

The Ordinary Resolution No. 9 is a new mandate and if passed, will empower the Company to buy-back and/or hold up to maximum of 10% of the Company's issued and paid-up share capital at any point of time on Bursa Securities, by utilising the funds allocated which shall not exceed the total retained profits and/or share premium account of the Company. This authority, unless revoked or varied by the Company in a general meeting, will expire at the conclusion of the next AGM of the Company, or the expiration of period within which the next AGM is required by law to be held, whichever is earlier.

For further information on the Proposed Share Buy-Back Mandate, please refer to the Circular to Shareholders dated 30 November 2016, which is dispatched together with the Company's Annual Report 2016.

**RESOLUTION 10**

Dato' Megat Fairouz Junaedi Bin Megat Junid has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years and has met the definition of "independent director" as set out in Chapter 1 of the Bursa Malaysia Securities Berhad Main Market Listing Requirements. The Board has recommended that he should continue to act as an Independent Non-Executive Director of the Company.