



ORION IXL BERHAD (554979-T)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Fifteenth Annual General Meeting ("15th AGM") of **ORION IXL BERHAD** will be held at Redang Room, Bukit Jalil Golf & Country Resort, Jalan Jalil Perkasa 3, Bukit Jalil, 57000 Kuala Lumpur, Wilayah Persekutuan (KL) on Monday, **22 May 2017** at **9.00 a.m.** for the following purposes:-

AGENDA

AS ORDINARY BUSINESS

- To receive the Audited Financial Statements of the Company for the financial year ended 31 December 2016 and the Directors' and Auditors' Reports thereon. (Please refer to Explanatory Note 9)
- To approve the payment of Directors' fees of RM174,000.00 in respect of the financial year ended 31 December 2016. (Ordinary Resolution 1)
- To re-elect Encik Abdul Rani bin Achmed Abdullah who retires in accordance with Article 83 of the Company's Article of Association (Ordinary Resolution 2)
- To re-elect the following Directors who are retire in accordance with Article 90 of the Company's Articles of Association:-
Tang Luan Kang (Ordinary Resolution 3)
Rahimi bin Ramli (Ordinary Resolution 4)
Yahya bin Razali (Ordinary Resolution 5)
- To re-appoint Messrs Ecovis AHL PLT as Auditors of the Company for the financial year ending 31 December 2017 and to authorise the Board of Directors to fix their remuneration. (Ordinary Resolution 6)

AS SPECIAL BUSINESS

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

- Proposed Retention of Independent Director** (Ordinary Resolution 7)
"THAT Encik Adnan bin Zainol be retained and remain as Independent Non-Executive Director of the Company in accordance with the Malaysian Code on Corporate Governance 2012."
- Authority to Issue Shares Pursuant to Sections 75 and 76 of the Companies Act 2016** (Ordinary Resolution 8)
"THAT, pursuant to Sections 75 and 76 of the Companies Act 2016 and subject to the approvals of the relevant governmental and/or regulatory authorities, the Directors be and are hereby empowered to issue and allot shares of the Company from time to time and upon such terms and conditions and for such purposes as the Directors may deem fit, provided that the aggregate number of shares issued pursuant to this resolution shall not exceed ten per centum (10%) of the total issued and paid-up share capital of the Company and the Directors be and are also empowered to obtain approval for the listing and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad; and that such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company."
- To transact any other business of the Company for which due notice shall have been received in accordance with the Companies Act 2016.

By Order of the Board

ORION IXL BERHAD

WONG YUET CHYN (MAICSA 7047163)

Company Secretary

Kuala Lumpur

28 April 2017

Notes:

- A proxy may but need not be a member of the Company. There shall be no restriction as to the qualification of the proxy. A proxy appointed to attend and vote at a General Meeting of the Company shall have the same rights as the member to speak at the General Meeting.
- To be valid, this form, duly completed must be deposited at the Registered Office of the Company at No. 2-1, Jalan Sri Hartamas 8, Sri Hartamas, 50480 Kuala Lumpur, Wilayah Persekutuan (KL) not less than 48 hours before the time for holding the meeting 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 meeting as his/their proxy, Provided Always that the rest of the proxy form, other than the particulars of the proxy have been duly completed by the member(s).
- A member shall be entitled to appoint more than 1 proxy to attend and vote at the same meeting. Where a member appoints more than 1 proxy, the appointment shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.
- Where a Member of the Company is an authorized nominee as defined under the Central Depositories Act, it may appoint only 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.
- If the appointor is a corporation, this form must be executed under its common seal or under the hand of an attorney duly authorized.
- Where a Member is an Exempt Authorized 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 Authorized Nominee may appoint in respect of each omnibus account it holds.
- In respect of deposited securities, only members whose names appear on the Record of Depositors on 15 May 2017, shall be eligible to attend the meeting or appoint proxy(ies) to attend and/or vote on his behalf
- Pursuant to Rule 8.31A(1) of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad, all resolutions set out in this Notice will be put to vote by way of poll.

Explanatory Note on Ordinary Business

9. Audited Financial Statements for financial year ended 31 December 2016

The audited financial statements are laid in accordance with Section 340(1)(a) of the Companies Act 2016 for discussion only under Agenda 1. They do not require shareholders' approval and hence, will not be put for voting.

Explanatory Notes on Special Business

10. Proposed Retention as Independent Non-Executive Directors of the Company pursuant to the Malaysian Code on Corporate Governance 2012

The proposed Ordinary Resolution 7, if passed will allow Encik Adnan bin Zainol to be retained and continue to act as Independent Director. Encik Adnan bin Zainol was appointed as Independent Non-Executive Director on 11 April 2007 and has served more than nine (9) years. He has met the independence guidelines as set out in Chapter 1 of Bursa Securities ACE Market Listing Requirements. Therefore, the Board considers him to be independent and believes that he should be retained as Independent Non-Executive Director.

11. Authority to Issue Shares Pursuant to Sections 75 and 76 of the Companies Act 2016

Ordinary Resolution 8 is proposed for the purpose of obtaining a renewed General Mandate ("General Mandate"), which if passed, will empower the Directors of the Company, pursuant to Sections 75 and 76 of the Companies Act 2016 to issue and allot new ordinary shares in the Company from time to time provided that the aggregate number of shares issued pursuant to the General Mandate does not exceed 10% of the issued and paid-up capital of the Company for the time being as the Directors may consider such action to be in the interest of the Company. The General Mandate, unless revoked or varied by the Company in a general meeting, will expire at the conclusion of the next Annual General Meeting of the Company, or during the expiration of period within which the next Annual General Meeting is required by law to be held, whichever is earlier.

As at the date of this Notice, no new shares in the Company were issued pursuant to the mandate granted to the Directors at the last Annual General Meeting of the Company held on 24 June 2016 and which will lapse at the conclusion of this 15th AGM.

The General Mandate, if granted, will provide flexibility to the Company for any possible fund raising activities, including but not limited to, further placing of shares, for the purpose of funding future investment project(s), working capital and/or acquisitions.