



NOTICE OF THIRTEENTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Thirteenth 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 Wednesday, 27 December 2017 at 10.30 a.m. for the following purpose:

AS ORDINARY BUSINESS

- To receive the Audited Financial Statements for the financial year ended 31 July 2017 together with the Directors' and Auditors' Reports thereon.
- To approve the payment of Directors' fees of RM30,000.00 for the financial year ended 31 July 2017. *Resolution 1*
- To approve the Directors' fees and benefits payable up to an amount of RM37,500.00 for the period from 1 August 2017 until the next Annual General Meeting of the Company to be held in 2018. *Resolution 2*
- To re-elect the following Director who retire in accordance with Article 85 of the Company's Articles of Association of the Company and being eligible, offer himself for re-election:-
 - Dato' Megat Fairouz Junaidi Bin Megat Junid *Resolution 3*
- 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 4*

AS SPECIAL BUSINESS

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

- Renewal of Authority for Directors to Issue Shares *Resolution 5*

"**THAT**, subject always to the Companies Act, 2016 (the "Act"), Articles of Association of the Company and approvals from Bursa Malaysia Securities Berhad and any other governmental/regulatory bodies, where such approval is necessary, authority be and is hereby given to the Directors pursuant to Section 75 of the Companies Act, 2016 to issue and allot not more than ten per centum (10%) of the total number of issued shares of the Company at any time upon any such terms and conditions and for such purposes as the Directors may in their absolute discretion deem fit or in pursuance of offers, agreements or options to be made or granted by the Directors while this approval is in force until the conclusion of the next Annual General Meeting of the Company AND THAT the Directors be and are hereby further authorised to make or grant offers, agreements or options which would or might require shares to be issued after the expiration of the approval hereof;
- 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 6*

"**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 2017, 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 340(2) of the Companies Act, 2016 but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Companies Act, 2016; 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 Dato' Megat Fairouz Junaidi Bin Megat Junid to continue in office as Independent Non-Executive Director *Resolution 7*

"**THAT** authority be and is hereby given to Dato' Megat Fairouz Junaidi Bin Megat Junid who has served as an Independent Non-Executive Director of the Company for a cumulative terms of more than twelve (12) 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."

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, 2016.

By order of the Board

Wong Youn Kim
(MAICSA 7018778)
Company Secretary
Kuala Lumpur
30 November 2017

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.
- 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.
- 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 2017 shall be registered as members and be entitled to attend the Thirteenth Annual General Meeting or appoint proxy(ies) to attend and vote on his/her behalf.

EXPLANATORY NOTES ON SPECIAL BUSINESS:

RESOLUTION 5

The Ordinary Resolution No. 5, 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 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 27 December 2016.

RESOLUTION 6

The Ordinary Resolution No. 6, 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 2017 attached to the Annual Report.

RESOLUTION 7

Dato' Megat Fairouz Junaidi Bin Megat Junid has served as an Independent Non-Executive Director of the Company for a cumulative term of more than twelve (12) 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.

Practice 4.2 of the MCGG states that the tenure of an independent director does not exceed a cumulative term limit of nine years. Upon completion of the nine years, an independent director may continue to serve on the board as a non-independent director.

If the board intends to retain an independent director beyond nine years, it should justify and seek annual shareholders' approval. If the board continues to retain the independent director after the twelfth year, the board should seek annual shareholders' approval through a two-tier voting process.