



ORION IXL BERHAD (554979-T)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Sixteenth Annual General Meeting ("16th AGM") of **ORION IXL BERHAD** will be held at Dewan Berjaya, Bukit Kiara Resort, Jalan Bukit Kiara, Off Jalan Damansara, 60000 Kuala Lumpur, Wilayah Persekutuan (KL) on **Friday, 23 November 2018 at 3.00 p.m.** for the following purposes:-

AGENDA

AS ORDINARY BUSINESS

- To receive the Audited Financial Statements for the financial period ended 30 June 2018 ("FY2018") together with the Reports of the Directors and Auditors thereon. **(Please refer to the Explanatory Note 1)**
- To re-elect Encik Mohamad Shaharul bin Mohamad Shariff who retire in accordance with Article 90 of the Company's Constitution. **(Ordinary Resolution 1)**
Encik Adnan bin Zainol who retires pursuant to Article 83 of the Company's Constitution, has expressed his intention of not seeking reelection. Hence, he will retain office until the conclusion of the 16th AGM.
- To re-appoint Messrs Ecovis AHL PLT as Auditors of the Company for the financial year ending 30 June 2019 ("FY2019") ensuing year and to authorise the Directors to fix their remuneration. **(Ordinary Resolution 2)**

AS SPECIAL BUSINESS

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

- Proposed Directors' Fees (FY2018)** **(Ordinary Resolution 3)**
"THAT the payment of Directors' Fees of RM501,202 for the FY2018 be and is hereby approved." **(Please refer to Explanatory Note 2)**
- Proposed Directors' Fees (FY2019)** **(Ordinary Resolution 4)**
"THAT the payment of Directors' Fees of RM348,000 for the FY2019 payable quarterly in arrears after each month of completed service of the Directors during the financial year be and is hereby approved." **(Please refer to Explanatory Note 3)**
- Proposed Directors' Benefits** **(Ordinary Resolution 5)**
"THAT the payment of Directors' Benefits amounting to RM2,000 for the period commencing from 31 January 2017 up to the date of this AGM be and is hereby approved and ratified." **(Please refer to Explanatory Note 4)**
- Proposed Directors' Benefits** **(Ordinary Resolution 6)**
"THAT the payment of Directors' Benefits amounting to RM12,500 for the period commencing after the date of this AGM to the date of the next AGM be and is hereby approved." **(Please refer to Explanatory Note 4)**
- Authority to Allot and Issue Shares Pursuant to Sections 75 and 76 of the Companies Act 2016** **(Ordinary Resolution 7)**
"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." **(Please refer to Explanatory Note 5)**
- To transact any other business for which due notice shall have been given in accordance with the Company's Constitution and the Companies Act 2016.

By Order of the Board

ORION IXL BERHAD

WONG YUET CHYN (MAICSA 7047163)

Company Secretary

Kuala Lumpur

31 October 2018

Notes:-

- Pursuant to Section 334 of the Companies Act 2016, a member shall be entitled to appoint another person as his proxy to exercise all or any of his rights to attend, participate, speak and vote in his stead.
- The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notary certified copy of that power or authority, shall 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 forty-eight (48) hours before the time appointed for holding the meeting or adjourned meeting or in the case of a poll, not less than twenty-four (24) hours before the time appointed for the taking of the poll, and in default, the instrument of proxy shall not be treated as valid.
- A member shall be entitled to appoint more than one (1) proxy to attend and vote at the same meeting. Where a member appoints more than one (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 authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, it may appoint only one (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 authorised.
- 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") there is no limit to the number of proxies which the Exempt Authorised 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 12 November 2018, shall be eligible to attend the meeting or appoint proxy(ies) to attend and/or vote on his behalf.
- Pursuant to Paragraph 8.31A(1) of the ACE Market Listing Requirements ("AMLR") of Bursa Malaysia Securities Berhad ("Bursa Securities"), all the resolutions set out in this Notice will be put to vote by way of poll.

Explanatory Notes on Special Business

1. Item 1 of the Agenda

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.

2. Proposed Directors' Fees (FY2018)

The Proposed Ordinary Resolution 3, if passed, will authorise the payment of Directors' fees pursuant to Article 92 of the Constitution of the Company.

3. Proposed Directors' Fees (FY2019)

The Proposed Ordinary Resolution 4, if passed, will authorise the payment of Directors' fees pursuant to Article 92 of the Constitution of the Company on a quarterly basis in arrears after each month of completed service of the Directors for the financial year ending 30 June 2019. The Remuneration Committee had reviewed the existing practice of payment of Directors' fees and taken consideration of the trend adopted by other listed issuers to pay Directors' fees on a current basis after completion of their tenure on a quarterly basis. This is viewed as more fair and equitable to the Directors, in particular the non-executive Directors compared to the current practice of paying Directors' fees on an accrued basis.

4. Proposed Directors' Benefits

The Proposed Ordinary Resolution 5, if passed, will approve and ratify the payment of Directors' benefits comprised of allowances pursuant to the requirements of Section 230 of the CA2016 for the period commencing from 31 January 2017 up to the date of this Annual General Meeting.

The Proposed Ordinary Resolution 6, if passed, will authorise and approve of the payment of Directors' benefits comprised of allowances pursuant to the requirements of Section 230 of the CA2016 for the period commencing after the date of this Annual General Meeting to the date of the next Annual General Meeting.

The Directors' Benefits comprise meeting allowance payable to each Director, where applicable, for their attendance of Board and Committee meetings.

5. Authority to Issue Shares pursuant to Sections 75 and 76 of the Companies Act 2016

The proposed Ordinary Resolution 7, is proposed for the purpose of renewing the general mandate for issuance of shares by the Company under Sections 75 and 76 of the Companies Act 2016. The Ordinary Resolution 7, if passed, will give the Directors of the Company authority to issue ordinary shares in the Company at any time in their absolute discretion for such purposes as the Directors would consider is in the best interest of the Company. The authorisation, unless revoked or varied by the Company at a General Meeting, will expire at the conclusion of the next annual general meeting the Company.

As at the date of this Notice, no shares had been issued and allotted since the general mandate granted to the Directors at the last Annual General Meeting held on 22 May 2017 and this general mandate will lapse at the conclusion of the 15th AGM of the Company.

The Renewed Mandate will provide flexibility to the Company to raise funds, including but not limited to placing of shares, for purpose of funding future investment projects and/or working capital and/or acquisitions.