



ORION IXL BERHAD

(Company No.: 554979-T)
(Incorporated in Malaysia)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting (“EGM”) of Orion IXL Berhad (“Orion” or the “Company”) 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, 15 April 2019 at 9.30 a.m. at or at any adjournment thereof (as the case may be), for the purpose of considering and, if thought fit, passing the following resolution:

ORDINARY RESOLUTION 1

PROPOSED PRIVATE PLACEMENT OF UP TO 179,686,900 NEW ORDINARY SHARES IN ORION (“PLACEMENT SHARES”) TO INDEPENDENT THIRD PARTY INVESTOR(S) TO BE IDENTIFIED (“PROPOSED PRIVATE PLACEMENT”)

“THAT, subject to and conditional upon the approvals of all relevant authorities and persons (if any), approval be and is hereby given to the Company to increase the share capital of Orion by way of private placement of up to 179,686,900 new Orion Shares, representing approximately 30% of its issued shares, to independent investor(s) to be identified, in one or several tranches, at an issue price for each tranche to be determined and fixed by the Board, which shall be determined later after all the relevant approvals have been obtained. In any event, the issue price shall not be at a discount of more than 10% from the 5-day volume weighted average Orion price of Orion Shares immediately preceding the price-fixing date;

THAT, such Placement Shares will, upon allotment and issuance, rank equally with the existing Orion Shares, except that holders of the Placement Shares will not be entitled to any dividends, rights, allotments or other forms of distributions, that may be declared to the shareholders of the Company, which the entitlement date (namely the date as at the close of business on which the shareholders must be registered in order to be entitled to any dividends, rights, allotments or other distributions) is prior to the date of allotment of the Placement Shares;

AND THAT, the Board be and is hereby authorised to do all such acts and things that are necessary to give full effect to the Proposed Private Placement with full powers to assent to any conditions, modifications, variations and/or amendments deemed necessary or expedient in the interest of the Company and/or as may be required by the relevant authorities and to take all steps and actions they consider necessary or as may be required to give full effect to and complete the Proposed Private Placement.”

BY ORDER OF THE BOARD OF ORION IXL BERHAD

Wong Yuet Chyn (MAICSA 7047163)
Company Secretary

Kuala Lumpur
29 March 2019

Notes:-

- i. 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.
- ii. 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.
- iii. 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.
- iv. 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.
- v. If the appointor is a corporation, this form must be executed under its common seal or under the hand of an attorney duly authorised.
- vi. 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.
- vii. In respect of deposited securities, only members whose names appear on the Record of Depositors on 8 April 2019, shall be eligible to attend the meeting or appoint proxy(ies) to attend and/or vote on his behalf.
- viii. 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.