



ORION IXL BERHAD (200101019222) (554979-T)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT Seventeenth (17th) Annual General Meeting ("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 on **Friday, 29 November 2019 at 8.30 a.m.** for the following purposes:-

AGENDA

AS ORDINARY BUSINESS

- To receive the Audited Financial Statements for the financial year ended 30 June 2019 ("FY2019") together with the Reports of the Directors and Auditors thereon. (See Explanatory Note 1)
- To approve the payment of Directors' Fees of RM450,000.00 for the financial year ending 30 June 2020 ("FY2020") be and is hereby approved. (Ordinary Resolution 1)
- To re-elect the following Directors who are retiring under Article 90 of the Company's Constitution:-
 - Encik Ahmad Ruslan Zahari bin Zakaria (Ordinary Resolution 2)
 - Encik Ahmad Sharmin bin Zahari (Ordinary Resolution 3)
- To re-elect Encik Abdul Rani bin Achmed Abdullah who retires under Article 83 of the Company's Constitution. (Ordinary Resolution 4)
- To re-appoint Messrs STYL Associates PLT as Auditors of the Company for the FY2020 and to authorise the Directors to fix their remuneration. (Ordinary Resolution 5)

AS SPECIAL BUSINESS

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

- Proposed Directors' Benefits** (Ordinary Resolution 6)
(See Explanatory Note 2)
"THAT the payment of Directors' Benefits amounting to RM25,000.00 for the period commencing after the date of this AGM to the date of the next AGM be and is hereby approved."
- Authority to Allot and Issue Shares Pursuant to Sections 75 and 76 of the Companies Act 2016 ("CA 2016")** (Ordinary Resolution 7)
(See Explanatory Note 3)
"THAT pursuant to Sections 75 and 76 of the CA 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 AGM of the Company."
- Special Resolution** (Special Resolution 1)
Proposed Adoption of the New Constitution of the Company (See Explanatory Note 4)
"THAT approval be and is hereby given to revoke the existing Constitution of the Company within immediate effect and in place thereof, the proposed new Constitution of the Company as set out in Appendix I accompanying the Company's Annual Report for the FY2019, be and is hereby adopted as the Constitution of the Company, AND THAT the Directors of the Company be and are hereby authorised to assent to any modifications, variations and/or amendments as may be required by the relevant authorities and to do all acts and things and take all such steps as may be considered necessary to give full effect to the foregoing."
- To transact any other business for which due notice shall have been given in accordance with the Company's Constitution and the CA 2016.

By Order of the Board

ORION IXL BERHAD

WONG YUET CHYN (MAICSA 7047163)

Company Secretary

Kuala Lumpur

31 October 2019

Notes:-

- Pursuant to Section 334 of the CA 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 22 November 2019, 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 Note on Ordinary Business

1. Item 1 of the Agenda

The audited financial statements are laid in accordance with Section 340(1) (a) of the CA 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

2. Proposed Directors' Benefits

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 CA 2016 for the period commencing after the date of this AGM to the date of the next AGM.

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

3. Authority to Issue Shares pursuant to Sections 75 and 76 of the CA 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 CA 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 AGM of 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 23 November 2018 and this general mandate will lapse at the conclusion of the 17th AGM of the Company.

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.

4. Proposed Adoption of the New Constitution of the Company

That Special Resolution 1, if passed, will bring the Company's Constitution in line with the CA 2016 which came into force on 31 January 2017, the updated provisions of the AMLR and the prevailing statutory and regulatory requirements, details of which are set out in Appendix I accompanying the Company's Annual Report 2019. Pursuant to Section 36 of the CA 2016, the proposed adoption of the new Constitution of the Company, if passed as a Special Resolution by a majority of not less than 75% of the members who are entitled to vote, and do vote in person or by proxy, shall take immediate effect and it shall bind the Company and the members accordingly.