



**ORION IXL BERHAD**  
Registration No. 200101019222 (554979-T)  
(Incorporated in Malaysia)

**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the Eighteenth Annual General Meeting ("18<sup>th</sup> AGM" or "Meeting") of **ORION IXL BERHAD** ("the Company") will be held on a fully virtual basis through live streaming and online remote voting at the broadcast venue at Level 5, Block B, Dataran PHB, Saujana Resort, Section U2, 40150 Shah Alam, Selangor Darul Ehsan ("Broadcast Venue") on **Wednesday, 16 December 2020 at 9.30 a.m.** or at any adjournment thereof for the following purposes:-

**AGENDA**

**AS ORDINARY BUSINESS**

- To receive the Audited Financial Statements for the financial year ended 30 June 2020 together with the Reports of the Directors and Auditors thereon. (Please refer to the Explanatory Note 1)
- To approve the payment of Directors' fees of up to RM250,000.00 for the financial year ending 30 June 2021. (Ordinary Resolution 1)
- To re-elect the following Directors who retire by rotation pursuant to Clause 134 of the Company's Constitution and who being eligible, have offered themselves for re-election:-  
(i) Encik Yahya bin Razali; and (Ordinary Resolution 2)  
(ii) Encik Rahimi bin Ramli. (Ordinary Resolution 3)
- To re-elect Encik Adnan bin Zainol as Director of the Company, who retires pursuant to Clause 119 of the Company's Constitution and who being eligible, has offered himself for re-election. (Ordinary Resolution 4)
- To re-appoint Al Jafree Salihin Kuzaimi PLT as Auditors of the Company until the conclusion of the next Annual General Meeting and to authorise the Directors to fix their remuneration. (Ordinary Resolution 5)

**AS SPECIAL BUSINESS**

To consider and if thought fit, pass with or without any modifications, the following resolutions:-

- Ordinary Resolution**  
**Payment of Directors' Benefits**  
"THAT the payment of Directors' benefits of up to RM25,000.00 for the period commencing 17 December 2020 to the date of the next Annual General Meeting be and is hereby approved." (Ordinary Resolution 6)  
(Please refer to Explanatory Note 2)
- Ordinary Resolution**  
**Authority to Allot and Issue Shares Pursuant to Sections 75 and 76 of the Companies Act 2016**  
"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 of the Company be and are hereby empowered to allot and issue shares in the Company from time to time at such price, upon such terms and conditions, for such purposes and to such person or persons whomsoever as the Directors may, in their absolute discretion, deem fit, provided that the aggregate number of shares issued pursuant to this Resolution does not exceed twenty per centum (20%) of the total number of issued shares of the Company (excluding treasury shares, if any) for the time being and that the Directors be and are also empowered to obtain approval from Bursa Malaysia Securities Berhad for the listing of and quotation for the additional shares so issued **AND THAT** such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company after the approval was given or at the expiry of the period within which the next Annual General Meeting is required to be held after the approval was given, whichever is earlier unless revoked or varied by an ordinary resolution of the Company at a general meeting." (Ordinary Resolution 7)  
(Please refer to Explanatory Note 3)
- 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**

**CHEN WEE SAM (SSM PC No. 202008002853) (LS 0009709)**

**HEW CHEE HAU (SSM PC No. 201908001291) (MIA 21967)**

Company Secretaries

Kuala Lumpur

23 November 2020

**Notes:-**

- In view of the COVID-19 pandemic and as part of the Company's safety measures to curb the spread of COVID-19, the 18<sup>th</sup> AGM will be held on a fully virtual basis through live streaming and online remote voting by using the Remote Participation and Voting ("RPV") facilities.
- The Broadcast Venue is strictly for the purpose of complying with Section 327(2) of the Companies Act 2016 which requires the Chairman to be present at the main venue of the 18<sup>th</sup> AGM.  
**NO MEMBERS/ PROXIES/ CORPORATE REPRESENTATIVES/ ATTORNEYS from the public shall be physically present at the Broadcast Venue on the day of the 18<sup>th</sup> AGM.**
- A member of the Company entitled to attend and vote is entitled to appoint another person as his proxy to exercise all or any of his rights to attend, participate (including to pose questions to the Board of Directors ("Board") of the Company) and vote in his stead.  
A member who wish to appoint a proxy/ corporate representative/ attorney to attend, participate and vote at the 18<sup>th</sup> AGM via the RPV facilities must request his/her/their proxy/ corporate representative/ attorney to register himself/herself for the RPV facilities at [www.swsb.com.my](http://www.swsb.com.my).  
Please read and follow the procedures as set out in the Administrative Guide of the 18<sup>th</sup> AGM which can be downloaded from Company's announcement on Bursa Malaysia Berhad's website or Company's website at [www.orionixl.com.my](http://www.orionixl.com.my) in order to register, participate and vote remotely via the RPV facilities.  
Members/ proxies/ corporate representatives/ attorneys may use the query box facility to submit questions real time during the 18<sup>th</sup> AGM. Members may also send questions before the meeting to the [info@orionixl.com.my](mailto:info@orionixl.com.my) in relation to the agenda items for the 18<sup>th</sup> AGM.
- A member of the Company may appoint not more than two (2) proxies to attend the meeting, provided that the member specifies the proportion of his/her shareholdings to be represented by each proxy, failing which, the appointments shall be invalid.
- A proxy may but need not be a member and there shall be no restriction as to the qualification of the proxy.
- Where a member is an Authorised Nominee as defined under the Securities Industry (Central Depositories) Act, 1991, it may appoint at least one proxy in respect of each Securities Account it holds with ordinary shares of the Company standing to the credit of the said Securities Account. 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 shall be 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 shall be in writing, and the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, shall be deposited at the office of the Share Registrar of the Company situated 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 for holding the meeting or adjourned meeting at which the person named in such instrument proposes to vote, 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.
- Subject to the Constitution, members may deposit the instrument appointing the proxy by electronic means by way of submitting the instrument to the e-mail address [proxy@shareworks.com.my](mailto:proxy@shareworks.com.my) not less than forty-eight (48) hours before the time 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.
- An instrument appointing a proxy shall in the case of an individual, be signed by the appointor or by his attorney duly authorised in writing and in the case of a corporation, be either under its common seal or signed by its attorney or in accordance with the provision of its constitution or by an officer duly authorised on behalf of the corporation.
- For the purpose of determining a member who shall be entitled to attend the 18<sup>th</sup> AGM, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd in accordance with Clause 77 of the Company's Constitution and the Securities Industry (Central Depositories) Act, 1996 to issue a General Meeting Record of Depositors as at 9 December 2020. Only a depositor whose name appears on the Record of Depositors as at 9 December 2020 shall be entitled to attend the said meeting remotely or appoint proxies to attend remotely and vote on his/her behalf.
- Pursuant to Rule 8.31A(1) of the ACE Market Listing Requirements 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**

- Audited Financial Statement for the financial year ended 30 June 2020**  
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 forward for voting.

**Explanatory Notes on Special Business**

- Payment of Directors' benefits**  
The Proposed Ordinary Resolution 6, if passed, will authorise and approve the payment of Directors' benefits including meeting allowances to the Directors for their attendance at the meetings of Board and Board Committees for the period commencing 17 December 2020 to the date of the next Annual General Meeting.
- Authority to Issue Shares pursuant to Sections 75 and 76 of the Companies Act 2016**  
The proposed Ordinary Resolution 7 is 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 allot and issue 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 20% of the total number of issued shares (excluding treasury shares, if any) of the Company for the time being for such purposes as the Directors consider would 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 after the approval was given, or at the expiry of period within which the next Annual General Meeting is required to be held after the approval was given, whichever is earlier.  
As part of the initiative from Bursa Securities to aid and facilitate listed issuers in sustaining their business or easing their compliance with Bursa Securities' rules, amid the unprecedented uncertainty surrounding the recovery of the COVID-19 outbreak and Movement Control Order imposed by the Government, Bursa Securities had vide its letter dated 16 April 2020 allows a listed issuer to seek a higher general mandate under Rule 6.04(1) of the ACE Market Listing Requirement of Bursa Securities of not more than 20% of the total number of issued shares (excluding treasury shares) for issue of new securities.  
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, expeditiously and efficiently, during the challenging time.  
The Board, having considered the current financial position, challenging economic outlook, strategic planning and capacity of the Group, is of the opinion that the General Mandate is in the best interests of the Company and its shareholders.  
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 29 November 2019 and which will lapse at the conclusion of this 18<sup>th</sup> AGM. The additional listing of 71,466,900 ordinary shares during the period from 23 March 2020 to 23 July 2020 were pursuant to the mandate given by the shareholders at an Extraordinary General Meeting held on 15 April 2019 for the proposed private placement of up to 179,686,900 new ordinary shares.



Fold this flap for sealing

- vi. Where a member is an Authorised Nominee as defined under the Securities Industry (Central Depositories) Act, 1991, it may appoint at least one proxy in respect of each Securities Account it holds with ordinary shares of the Company standing to the credit of the said Securities Account. 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 shall be no limit to the number of proxies which the Exempt Authorised Nominee may appoint in respect of each omnibus account it holds.
- vii. The instrument appointing a proxy shall be in writing, and the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, shall be deposited at the office of the Share Registrar of the Company situated 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 for holding the meeting or adjourned meeting at which the person named in such instrument proposes to vote, 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.
- viii. Subject to the Constitution, members may deposit the instrument appointing the proxy by electronics means by way of submitting the instrument to the e-mail address [proxy@shareworks.com.my](mailto:proxy@shareworks.com.my) not less than forty-eight (48) hours before the time 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.
- ix. An instrument appointing a proxy shall in the case of an individual, be signed by the appointor or by his attorney duly authorised in writing and in the case of a corporation, be either under its common seal or signed by its attorney or in accordance with the provision of its constitution or by an officer duly authorised on behalf of the corporation.
- x. For the purpose of determining a member who shall be entitled to attend the 18th AGM, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd in accordance with Clause 77 of the Company’s Constitution and the Securities Industry (Central Depositories) Act, 1996 to issue a General Meeting Record of Depositors as at 9 December 2020. Only a depositor whose name appears on the Record of Depositors as at 9 December 2020 shall be entitled to attend the said meeting remotely or appoint proxies to attend remotely and vote on his/her behalf.
- xi. Pursuant to Rule 8.31A(1) of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad, all the resolutions set out in this Notice will be put to vote by way of poll.

Then fold here

AFFIX  
STAMP

**The Share Registrar  
ORION IXL BERHAD  
Registration No. 200101019222 (554979-T)  
No. 2-1, Jalan Sri Hartamas 8  
Sri Hartamas  
50480 Kuala Lumpur  
Wilayah Persekutuan Kuala Lumpur**

1st fold here



*"We Look Out For You"*

**ORION IXL BERHAD**

200101019222 (554979-T)

**HEADQUARTERS**

Level 5, Block B, Dataran PHB, Saujana Resort, Section U2  
40150 Shah Alam, Selangor, Malaysia  
T: +603-7890 0638 | F: +603-7890 3163  
[www.orionixl.com.my](http://www.orionixl.com.my)

**ADMINISTRATIVE GUIDE FOR THE EIGHTEENTH ANNUAL GENERAL MEETING**

- Meeting Date : **16 December 2020**
- Time : **9.30 a.m.**
- Meeting Platform : [www.swsb.com.my](http://www.swsb.com.my)
- Mode of Communication : Members may submit questions to the Board of Directors ("Board") prior to the Eighteenth Annual General Meeting ("18th AGM" or "Meeting") to [info@orionixl.com.my](mailto:info@orionixl.com.my) no later than **9.30 a.m.** on 10 December 2020 or to use the Question and Answer ("Q&A") Platform to transmit questions to the Board via Remote Participation and Voting ("RPV") facilities during live streaming.
- Broadcast Venue : Level 5, Block B, Dataran PHB, Saujana Resort, Section U2, 40150 Shah Alam, Selangor Darul Ehsan

**MODE OF MEETING**

The 18th AGM will be conducted entirely through live streaming from the Broadcast Venue.

We strongly encourage you to use the RPV facilities to participate in the 18th AGM as a way for us to jointly share the responsibility to minimise the risk of Covid-19 infections. Hence, **no Members/Proxies/Corporate Representatives/Attorneys** from the public will be allowed to physically present at the Broadcast Venue on the day of the 18th AGM.

**REMOTE PARTICIPATION AND VOTING ("RPV") FACILITIES**

1. Please note that the RPV facilities is available to:-

- (i) Individual members;
  - (ii) Proxy holders;
  - (iii) Corporate members;
  - (iv) Authorised Nominees; and
  - (v) Exempt Authorised Nominees.
- } ("The Participant(s)")

2. The 18th AGM will be conducted through live streaming and online remote voting. The participant(s) is/are encouraged to attend the 18th AGM by using the RPV facilities. With the RPV facilities, you may exercise your rights as a member of the Company to participate (including to pose questions to the Board) and vote remotely at the 18th AGM.

3. Members who are not able to participate in the 18th AGM are encouraged to appoint the Chairman of the Meeting to vote on your behalf at the 18th AGM by completing and indicating the voting instruction in the proxy form which is available at [www.swsb.com.my](http://www.swsb.com.my) or our website at <https://orionixl.com.my/site/annual-report-2020/>.



*“We Look Out For You”*

**ORION IXL BERHAD**

200101019222 (554979-T)

**HEADQUARTERS**

Level 5, Block B, Dataran PHB, Saujana Resort, Section U2  
40150 Shah Alam, Selangor, Malaysia  
T: +603-7890 0638 | F: +603-7890 3163  
www.orionixl.com.my

4. Proxies or Corporate Representatives/Authorised Nominees/Exempt Authorised Nominees who wishes to use the RPV facilities at the 18th AGM, please ensure the duly executed proxy forms or the original certificate of appointment of its corporate representative are to be submitted to the Share Registrar, ShareWorks Sdn Bhd (“ShareWorks”) as follows not later than 14 December 2020 at 9.30 a.m.:-
- (a) Deposit Hardcopy of Proxy Form  
Share Registrar, ShareWorks Sdn Bhd at No. 2-1, Jalan Sri Hartamas 8, Sri Hartamas, 50480 Kuala Lumpur, Malaysia
- (b) Deposit of Proxy Form Electronically  
Share Registrar, ShareWorks Sdn Bhd at proxy@shareworks.com.my
5. The Participant(s) is/are encourage to send in their questions before the 18th AGM to the Board at info@orionixl.com.my in relation to the agenda items for the 18th AGM.

	Procedures	Action
<b>Before the day of 18th AGM</b>		
(i)	Register as a user	<ul style="list-style-type: none"> <li>● Access website <a href="http://www.swsb.com.my">www.swsb.com.my</a></li> <li>● Click “<b>Login</b>” and click “<b>Register</b>” to sign up as a user. The registration will be closed at 9.30 a.m. on Tuesday, 15 December 2020.</li> <li>● Complete the registration process and upload softcopy of MyKAD (front and back) or Passport.</li> <li>● Read and agree to the terms and conditions and thereafter submit your request.</li> <li>● Upon submission, kindly login to the valid email address and verify your user ID within one hour.</li> <li>● Upon verification of the user ID, ShareWorks will send an email notification to approve you as a user.</li> </ul>
<b>On the day of 18th AGM</b>		
(ii)	Login to <a href="http://www.swsb.com.my">www.swsb.com.my</a>	Login with your user ID and password for remote participation at the 18th AGM at any time from 9.00 a.m. i.e. 30 minutes before the commencement of 18th AGM on 16 December 2020 at 9.30 a.m.
(iii)	Participate through Live Streaming	<ul style="list-style-type: none"> <li>● Select the “<b>Virtual Meeting</b>” from main menu.</li> <li>● Click the “<b>Join Meeting</b>” located next to the event. You are required to provide your full name as per CDS records and your user registered email address.</li> <li>● Kindly click the video link and insert the password given to you in your email notification in order to join the live video streaming.</li> <li>● If you have any question for the Chairman/Board, you may use the Q&amp;A platform to transmit your question. The Chairman/Board will try to respond to all questions submitted by remote participants during the 18th AGM. If time is a constraint, the responses will be emailed to you at the earliest possible time after the Meeting ended.</li> </ul>



*“We Look Out For You”*

**ORION IXL BERHAD**

200101019222 (554979-T)

**HEADQUARTERS**

Level 5, Block B, Dataran PHB, Saujana Resort, Section U2  
40150 Shah Alam, Selangor, Malaysia

T: +603-7890 0638 | F: +603-7890 3163

www.orionixl.com.my

		<ul style="list-style-type: none"> <li>Take note that the quality of the live streaming is dependent on the bandwidth and stability of the internet connection at the location of the remote participants.</li> </ul>
<b>On the day of 18th AGM</b>		
	<b>Procedures</b>	<b>Action</b>
(iv)	Online remote voting	<ul style="list-style-type: none"> <li>Select <b>“Voting”</b> located next to the <b>“Join Meeting”</b> and indicate your votes for the resolutions that are tabled for voting.</li> <li>Voting session will commence once the Chairman of the Meeting declare that the voting platform is activated and will announce the completion of the voting session of the 18th AGM.</li> <li>Cast your vote on all resolutions as appeared on the screen and submit your votes. Once submitted, your votes will be final and cannot be changed.</li> </ul>
(v)	End of RPV facilities	<ul style="list-style-type: none"> <li>The RPV facilities will end and the messaging window will be disabled the moment the Chairman of the Meeting announces the closure of the 18th AGM.</li> </ul>

**NO FOOD PACK & DOOR GIFT**

- There will be **NO DISTRIBUTION** of food packs or door gifts during the 18th AGM as the meeting will be conducted on fully virtual basis.

**GENERAL MEETING RECORD OF DEPOSITORS**

- For the purpose of determining a member who shall be entitled to attend the 18th AGM, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd in accordance with Clause 77 of the Company’s Constitution and the Securities Industry (Central Depositories) Act, 1996 to issue a General Meeting Record of Depositors as at 9 December 2020. Only a depositor whose name appears on the Record of Depositors as at 9 December 2020 shall be entitled to attend the said meeting remotely or appoint proxies to attend remotely and vote on his/her behalf.

**POLL VOTING**

- Pursuant to Rule 8.31A(1) of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad, all resolutions set out in the Notice of the 18th AGM of the Company shall be put to vote by way of a poll. The Company has appointed ShareWorks as Poll Administrator to conduct the poll by way of electronic means and SharePolls Sdn Bhd as Independent Scrutineers to verify the poll results. Members can proceed to vote on the resolution before the end of the voting session which will be announced by the Chairman of 18th AGM. Kindly refer to item (iv) of the above Procedures section for guidance on how to vote remotely from the Share Registrar website at [www.swsb.com.my](http://www.swsb.com.my). The Independent Scrutineers will verify the poll results followed by the Chairman’s declaration on whether the resolutions are duly passed.



*"We Look Out For You"*

**ORION IXL BERHAD**

200101019222 (554979-T)

**HEADQUARTERS**

Level 5, Block B, Dataran PHB, Saujana Resort, Section U2  
40150 Shah Alam, Selangor, Malaysia

T: +603-7890 0638 | F: +603-7890 3163

[www.orionixl.com.my](http://www.orionixl.com.my)

### **RESULTS OF THE VOTING**

- The results of the voting for all resolutions will be announced at the 18th AGM and on Bursa Malaysia Berhad's website at [www.bursamalaysia.com](http://www.bursamalaysia.com)

### **RECORDING OR PHOTOGRAPHY**

- Strictly **NO** unauthorised recording or photography of the proceedings of the 18th AGM is allowed.

### **ENQUIRY**

- If you have any enquiry prior to the virtual meeting, please contact Mr W.K. Chan or Mr W.L. Fong during office hours from 9.00 a.m. to 5.00 p.m. on Monday to Friday:-

**ShareWorks Sdn Bhd**

No. 2-1, Jalan Sri Hartamas 8

Sri Hartamas

50480 Kuala Lumpur.

Telephone Number : 03-6201 1120

Fax Number : 03-6201 3121

Email : [enquiry@shareworks.com.my](mailto:enquiry@shareworks.com.my)