



ORION IXL BERHAD

(Registration No.: 200101019222 (554979-T))
(Incorporated in Malaysia)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting ("**Meeting**" or "**EGM**") of Orion IXL Berhad ("**Orion**" or the "**Company**") will be held and conducted on a virtual basis through live streaming and online remote voting by using Remote Participation and Voting ("**RPV**") Facilities via Vote2U at <https://web.vote2u.my> from the broadcast venue at Level 5, Block B, Dataran PHB, Saujana Resort, Section U2, 40150 Shah Alam, Selangor Darul Ehsan on Monday, 12 July 2021 at 10.00 a.m. or at any adjournment thereof for the purpose of considering and, if thought fit, passing with or without modifications, the following resolutions:

ORDINARY RESOLUTION 1

PROPOSED PRIVATE PLACEMENT OF UP TO 256,952,300 NEW ORDINARY SHARES ("ORION SHARES" OR "SHARES"), REPRESENTING NOT MORE THAN 30% OF THE TOTAL NUMBER OF ISSUED ORDINARY SHARES IN ORION TO INDEPENDENT INVESTOR(S) TO BE IDENTIFIED LATER ("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 256,952,300 new Orion Shares ("**Placement Shares**"), representing approximately 30% of its total number of issued ordinary shares, to independent investor(s) to be identified, at an issue price for each tranche to be determined and fixed by the Board of Directors, 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 20% from the 5-day volume weighted average market price of the Orion Shares immediately preceding the price fixing date;

THAT such Placement Shares will, upon allotment and issuance, rank equally in all respects with the then 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 Directors of the Company be and are hereby authorised to do all such acts, deeds and things and to execute, sign, deliver and cause to be delivered on behalf of the Company all such documents and/or arrangements 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 best 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 implement, finalise, give full effect to and complete the Proposed Private Placement."

ORDINARY RESOLUTION 2

PROPOSED DIVERSIFICATION OF THE EXISTING BUSINESSES OF ORION AND ITS SUBSIDIARIES TO INCLUDE CORPORATE SECRETARIAL AND SHARE REGISTRATION SERVICES ("PROPOSED DIVERSIFICATION")

"THAT subject to the provisions of the Constitution of the Company, the ACE Market Listing Requirements ("**Listing Requirements**") of Bursa Malaysia Securities Berhad ("**Bursa Securities**") and the approvals of all relevant authorities (if any), approval be and is hereby given to the Company and its subsidiaries ("**Orion Group**") to diversify its existing core business to include corporate secretarial and share registration services, which might reasonably be expected to result in:

- the diversion of 25% or more of the net assets of Orion Group to an operation which differs widely from those operations previously carried on by Orion Group; or
- the contribution from such an operation of 25% or more of the net profits of the Orion Group pursuant to Rule 10.13(1) of the Listing Requirements of Bursa Securities;

AND THAT the Directors of the Company be and are hereby authorised to do all such acts, deeds and things and execute all documents as they may deem fit or expedient in order to carry out, finalise and give effect to the Proposed Diversification with full powers to assent to any conditions, modifications, variations and/or amendments as may be required or permitted by any relevant authorities and to take all steps as they may consider necessary or expedient in the best interest of the Orion Group in order to implement, finalise, give full effect to and complete the Proposed Diversification."

BY ORDER OF THE BOARD

Chen Wee Sam (SSM PC No. 202008002853) (LS 0009709)

Hew Chee Hau (SSM PC No. 201908001291) (MIA 21967)

Company Secretaries

Kuala Lumpur

25 June 2021

Notes:

- 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 EGM. No members/proxies/corporate representatives/attorneys from the public are allowed to be physically present at the broadcast venue on the day of the EGM.
- A member of the Company who is entitled to attend and vote is entitled to appoint another person as his/her/its proxy to exercise all or any of his rights to attend, participate (including to pose questions to the Board of Directors of the Company), and vote in his/her/its stead.
- Please read and follow the procedures as set out in the Administrative Guide of the EGM which can be downloaded from the Company's announcement on Bursa Malaysia Berhad's website at www.bursamalaysia.com or Company's website at www.orionixl.com.my in order to register, attend, participate and vote remotely using the RPV Facilities via Vote2U at <https://web.vote2u.my>.
- In respect of deposited securities, only members whose names appear in the Record of Depositors on 5 July 2021 (General Meeting Record of Depositors) shall be eligible to attend, participate, and vote at the EGM or appoint proxy(ies)/corporate representative(s)/attorney(s) to attend, participate and vote on his/her/its behalf.
- A member of the Company may appoint not more than two (2) proxies to attend the EGM, provided that the member specifies the proportion of his/her/its 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 (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. Where a member of the Company is an Exempt Authorised Nominee which holds ordinary shares in the Company for multiple beneficial owners in one (1) 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, ShareWorks Sdn. Bhd. at No. 2-1, Jalan Sri Hartamas 8, Sri Hartamas, 50480 Kuala Lumpur, Wilayah Persekutuan Kuala Lumpur not less than forty-eight (48) hours before the time for holding the EGM 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 electronics means by way of submitting the instrument to the e-mail address at ir@shareworks.com.my not less than forty-eight (48) hours before the time for holding the EGM 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.
- 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.

HEADQUARTERS

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

ADMINISTRATIVE GUIDE FOR THE EXTRAORDINARY GENERAL MEETING ("EGM" or "MEETING")

- Day, Date and Time** : Monday, 12 July 2021 at 10.00 a.m.
- Meeting Platform** : <https://web.vote2u.my>
- Domain Registration Numbers with MYNIC** : D6A471702
- Broadcast Venue** : Level 5, Block B, Dataran PHB, Saujana Resort, Section U2, 40150 Shah Alam, Selangor Darul Ehsan

PRECAUTIONARY MEASURES AGAINST THE CORONAVIRUS DISEASE ("COVID-19")

- In view of the COVID-19 pandemic and governmental decrees and as part of the safety measures, the Company will conduct its EGM on a virtual basis through live streaming and online remote voting by using Remote Participation and Voting ("RPV") Facilities provided by Agmo Digital Solutions Sdn. Bhd. via its **Vote2U** at <https://web.vote2u.my>.
- The broadcast venue of the EGM is strictly for the purpose of complying with Section 327(2) of the Companies Act 2016 which requires the Chairman of the Meeting to be present at the main venue of the Meeting. No members or proxy(ies)/corporate representative(ies)/attorney(s) from the public shall be physically present at the broadcast venue.
- A member or his/her/its proxy(ies)/corporate representative(s)/attorney(s) is to attend, participate (including to pose questions in the form of real time submission of typed texts) and vote remotely at the EGM using RPV Facilities.
- Due to the constant evolving COVID-19 situation in Malaysia, we may be required to change the arrangements of our EGM at short notice. Kindly check the latest updates at the Company's website at www.orionixl.com.my or announcements on Bursa Malaysia Berhad's website at www.bursamalaysia.com.
- The Company will continue to observe the guidelines issued by the Ministry of Health, Malaysian National Security Council, Securities Commission Malaysia and other relevant authorities, and will take all relevant precautionary measures as advised.
- Kindly note that the quality of the live streaming is highly dependent on the bandwidth and stability of the internet connection of the participants. Hence, you are to ensure that internet connectivity throughout the duration of the meeting is well maintained.

PROCEDURES TO PARTICIPATE IN RPV

Please follow the Procedures to Participate in RPV as summarized below:

BEFORE EGM DAY**A: REGISTRATION AS USER****Individual Shareholders**

	Description	Procedure
i.	Shareholders to register with Vote2U online	<p>The registration will open from the date of Notice of EGM.</p> <ol style="list-style-type: none"> Access website at https://web.vote2u.my Click “Sign Up” to sign up as a user. Read the ‘Privacy Policy’ and ‘Terms & Conditions’ and indicate your acceptance of the ‘Privacy Policy’ and ‘Terms & Conditions’ on a small box <input type="checkbox"/>. Then click “Next”. *Fill in your details (note: create your own password). Then click “Continue”. Upload softcopy of your identification card (MYKAD) (front only) (for Malaysian) or Passport (for non-Malaysian). Click “Submit” to complete the registration. Your registration will be verified and an email notification will be sent to you. Please check your email. <p><u>Note:</u> If you have registered as a user with Vote2U Online previously, you are not required to register again.</p> <p>*Check your email address is keyed in correctly. *Remember the password you have keyed-in.</p>

B: REGISTRATION OF PROXY**Individual Shareholders/Corporate Shareholders/Nominees Companies**

	Description	Procedure
i.	Submit Form of Proxy	<p>The closing time to submit your Form of Proxy is on Saturday, 10 July 2021 at 10.00 a.m.</p> <ol style="list-style-type: none"> Fill in all the details as required in the Form of Proxy and ensure all information is written correctly, particularly: <ol style="list-style-type: none"> MYKAD (for Malaysian) / Passport (for non-Malaysian) number of the Proxy(ies) Email address of the Proxy(ies) *Submit/Deposit the Form of Proxy to Share Registrar as per Note 1 below. <p><u>Note:</u> After verification, an email notification will be sent to the Proxy(ies)/Corporate Representative(s)/Attorney(s) and will be given a temporary password. The Proxy(ies)/Corporate Representative(s)/Attorney(s) could use the temporary password to log in to Vote2U.</p>

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Administrative Guide for the Extraordinary General Meeting (“EGM” or “Meeting”) (Cont’d)

* Note 1:

Shareholder who is appointing Proxy(ies)/Corporate Representative(s)/Attorney(s) to attend, participate and vote at the EGM must ensure the duly executed Form of Proxy and/or the original Certificate of Appointment of its Corporate Representative and/or Power of Attorney are delivered to the Share Registrar, ShareWorks Sdn. Bhd. in the following manner **not later than 10 July 2021 at 10.00 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, Wilayah Persekutuan Kuala Lumpur; or
- (b) Deposit of Proxy Form Electronically
Share Registrar, ShareWorks Sdn. Bhd. at ir@shareworks.com.my

Corporate Shareholder who is appointing a Corporate Representative instead of proxy must send the hardcopy of the following documents to the Share Registrar, ShareWorks Sdn. Bhd. **not later than 10 July 2021 at 10.00 a.m.:**

- Certificate of Appointment of its Corporate Representative (“**Certificate**”) under the seal of the corporation or signed by its attorneys or in accordance with the provision of its constitution or by an authorised officer duly authorised on behalf of the corporation. If the Certificate is not executed under the seal of the corporation, please attach a copy of that corporation’s constitution for verification;
- Copy of the Corporate Representative’s MYKAD (for Malaysian) / Passport (for non-Malaysian); and
- Corporate Representative’s email address and mobile phone number.

Shareholder who is appointing an Attorney instead of proxy must send the hardcopy of the following documents to the Share Registrar, ShareWorks Sdn Bhd **not later than 10 July 2021 at 10.00 a.m.:**

- Power of Attorney which is certified notarially and/or in accordance with the applicable legal requirements in the relevant jurisdiction in which it is executed.
- Copy of the Attorney’s MYKAD (for Malaysian) / Passport (for non-Malaysian); and
- Attorney’s email address and mobile phone number.

C: REVOCATION OF PROXY

	Description	Procedure
i.	Revoke a Proxy Electronically Applicable to:- ➤ Individual Shareholders	a. Log in to Vote2U using your registered email address and password. b. Select general meeting event “ Orion IXL Berhad: EGM 2021 ” that you wish to attend. c. Scroll down and select “ Revoke a Proxy ”. <i>Note:</i> <i>Only applicable to individual shareholders who have appointed proxy(ies).</i>

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ii.	Revoke a Proxy Applicable to:- ➤ Individual Shareholders ➤ Corporate Shareholders ➤ Authorised Nominee ➤ Exempt Authorised Nominee	Email to ShareWorks Sdn. Bhd. at ir@shareworks.com.my to revoke the appointment of your proxy(ies). <i>Note:</i> <i>Applicable to individual shareholders/corporate shareholders/authorised nominee/exempt authorised nominee who have appointed proxy(ies)/corporate representative(s)/attorneys.</i>
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Any Shareholder who wishes to revoke his/her/its proxy(ies) must do so 1 hour before the commencement of the EGM i.e. **by 9.00 a.m. on Monday, 12 July 2021.**

ON EGM DAY**A: WATCH LIVE STREAMING****Individual Shareholders/Proxies/Corporate Representatives/Attorneys**

	Description	Procedures
i.	Login to virtual meeting portal - Vote2U online & watch Live Streaming.	The Vote2U online portal will open for log in starting from 9.00 a.m. on Monday, 12 July 2021 , one (1) hour before the commencement of the EGM. a. Login with your email and password b. Select the General Meeting event “ Orion IXL Berhad: EGM 2021 ”. c. Check your details. d. Click “ Watch Live ” button to view the live streaming.

B: ASK QUESTION**Individual Shareholders/Proxies/Corporate Representatives/Attorneys**

	Description	Procedures
i.	Ask Question during EGM (real-time)	Questions submitted online using <u>typed text</u> will be moderated before being forwarded to the Chairman to avoid repetition. Every question and message will be presented with the full name of the shareholders/proxies/corporate representatives/attorneys raising the question. a. Click “ Ask Question ” button to post question(s). b. Type in your question and click “ Submit ”. The Directors will endeavor to respond to questions submitted by remote shareholders, proxies, corporate representatives and attorneys during the EGM.

C: VOTING REMOTELY**Individual Shareholders/Proxies/Corporate Representatives/Attorneys**

	Description	Procedures
i.	Online Remote Voting	<p>Voting session commence from 10.00 a.m. on Monday, 12 July 2021 until a time when the Chairman of EGM announces the end of the session.</p> <p>Please follow the following steps for voting:</p> <ol style="list-style-type: none"> Click “Confirm Details & Start Voting”. To vote, select your voting choice from the options provided. A confirmation screen will appear to show your selected vote. Click “Next” to continue voting for all resolutions. To change your vote, click “Back” and select another voting choice. After you have completed voting, a Voting Summary page appears to show all the resolutions with your voting choices. Click “Confirm” to submit your vote. <p>[Please note that you are <u>not able</u> to change your voting choices after you have confirmed and submitted your votes.]</p>

ENTITLEMENT TO PARTICIPATE AND APPOINTMENT OF PROXY

In respect of deposited securities, only members whose names appear in the Record of Depositors on 5 July 2021 (General Meeting Record of Depositors) shall be eligible to attend, participate, and vote at the EGM or appoint proxy(ies)/corporate representative(s)/attorney(s) to attend, participate and vote on his/her/its behalf.

POLL VOTING

- The voting at the EGM will be conducted by poll in accordance with Rule 8.31A(1) of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad. The Company has appointed Agmo Digital Solutions Sdn. Bhd. as Poll Administrator to conduct the poll by way of electronic voting (e-voting).
- Members/proxies/corporate representatives/attorneys can proceed to vote on the resolutions at any time from 10.00 a.m. on Monday, 12 July 2021 until the end of the voting session which will be announced by the Chairman of the Meeting. Kindly refer to “Procedures to Participate in RPV Facilities” provided above for guidance on how to vote remotely.
- Upon completion of the voting session for the EGM, the Independent Scrutineers will verify the poll results followed by the Chairman’s declaration whether the resolutions are duly passed.

PRE-MEETING SUBMISSION OF QUESTIONS

The Board recognises that the EGM is a valuable opportunity for the Board of Directors to engage with members. In order to enhance the efficiency of the proceedings of the EGM, members may in advance, before the EGM, submit questions to the Board of Directors at info@orionixl.com.my no later than Saturday, 10 May 2021. The Board of Directors will endeavor to address the questions received at the EGM.

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NO DOOR GIFTS/FOOD VOUCHERS

There will be no distribution of door gifts or food vouchers for the EGM as the Meeting will be conducted on a virtual basis.

The Company would like to thank all its members for their kind co-operation and understanding in these challenging times.

RECORDING OR PHOTOGRAPHY

Strictly no unauthorised recording or photography of the proceedings of the EGM is allowed.

ENQUIRY

- a. For enquiries relating to the EGM, please contact our **Investor Relation** during office hours (9:00 a.m. to 5:00 p.m.) on Mondays to Fridays (except public holidays) as follows:

Email: info@orionixl.com.my

- b. For enquiries relating to RPV Facilities or issues encountered during registration, log in, connecting to the live streaming and online voting facilities, please contact Vote2U helpdesk during office hours (9:00 a.m. to 5:00 p.m.) on Mondays to Fridays (except public holidays) as follows:

Telephone Number: 03-7664 8520 / 03-7664 8521

Email: vote2u@agmostudio.com