



**INIX TECHNOLOGIES HOLDINGS BERHAD [200401027289 (665797-D)]**  
(Incorporated in Malaysia)

**NOTICE OF FIFTEENTH ANNUAL GENERAL MEETING**

NOTICE IS HEREBY GIVEN THAT the Fifteenth Annual General Meeting ("the Meeting") of Inix Technologies Holdings Berhad ("the Company") will be conducted fully virtual at the Broadcast Venue at Level 10, Tower 1, Avenue 5, Bangsar South City, 59200 Kuala Lumpur, Wilayah Persekutuan on Wednesday, 29 July 2020 at 11.00 a.m. to transact the following businesses:-

**As Ordinary Business**

- To receive the Audited Financial Statements for the financial period from 1 August 2018 to 31 January 2020 together with the Reports of the Directors and Auditors thereon. *Please refer to Note (a)*
- To approve the payment of Directors' fees and benefits for the financial period from 1 August 2018 to 31 January 2020. *Resolution 1*
- To approve the Directors' fees and benefits payable up to an amount of RM504,000 for the period from 1 February 2020 until the next Annual General Meeting of the Company to be held in 2021. *Resolution 2*
- To re-elect Dato' Megat Fairouz Junaidi Bin Megat Junid who retires in accordance with Article 85 of the Company's Articles of Association of the Company and being eligible, offer himself for re-election. *Resolution 3*
- To re-elect the following Directors who retire pursuant to Article 92 of the Company's Articles of Association:-
  - Dato' Zhang Li *Resolution 4*
  - Mr. Lee Yueh Shien *Resolution 5*
  - Mr. Edwin Silvester Das *Resolution 6*
  - Mr. Zhang Yang *Resolution 7*
- To re-appoint Messrs. Jamal, Amin & Partners as the Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration. *Resolution 8*

**As Special Business**

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

- AUTHORITY TO ISSUE AND ALLOT SHARES PURSUANT TO SECTION 76 OF THE COMPANIES ACT, 2016** *Resolution 9*  
 "THAT subject always to the Companies Act, 2016 ("Act"), and the approvals of the relevant governmental and/or regulatory authorities, the Directors be and are hereby authorised pursuant to Section 76 of the Act to allot shares in the Company at any time until the conclusion of the next Annual General Meeting upon such terms and conditions and for such purposes as the Directors may in their absolute discretion deem fit provided that the aggregate number of shares to be issued pursuant to this Resolution does not exceed 10% of the total number of issued shares of the Company for the time being."
- RETENTION OF INDEPENDENT NON-EXECUTIVE DIRECTOR** *Resolution 10*  
 "THAT subject to the passing of Ordinary Resolution 3 and based on application of Practice 4.2 of the Malaysian Code of Corporate Governance, Dato' Megat Fairouz Junaidi Bin Megat Junid who has served the Board as an Independent Non-Executive Director of the Company for a cumulative term of more than twelve (12) years since 17 June 2005 be and is hereby retained as an Independent Non-Executive Director of the Company."
- PROPOSED ADOPTION OF NEW CONSTITUTION OF THE COMPANY ("PROPOSED ADOPTION OF NEW CONSTITUTION")** *Special Resolution*  
 "THAT the existing Company's Memorandum and Articles of Association be deleted in its entirety and that the new Constitution as set out in Appendix A to Shareholders accompanying the Company's 2020 Annual Report be replaced thereof and adopted as the new Constitution of the Company with immediate effect.  
 AND THAT the Directors of the Company be and are hereby authorised to do all such acts and take such steps that may be necessary and/or expedient in order to give full effect to the Proposed Adoption of New Constitution with full power to assent to any conditions, modifications, and/or amendments as may be required by any relevant authorities."
- To transact any other business for which due notice shall have been given in accordance with the Company's Articles of Association and the Companies Act, 2016.

**BY ORDER OF THE BOARD**

**Mohd Zakie Bin Soad**  
(LS 0008268)  
Company Secretary

Kuala Lumpur  
30 June 2020

**Notes:**

- A member entitled to attend and vote at the Meeting is entitled to appoint a proxy or proxies [but not more than two (2)] to attend and vote in his stead.
- Where a member appoints more than one proxy, the appointment shall be invalid unless he specifies the proportions of shareholdings to be represented by each proxy. Each proxy appointed shall represent a minimum of 1,000 shares held by the member.
- 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 is no limit to the number of proxies which the Exempt Authorised Nominee may appoint in respect of each omnibus account it holds.
- This Form of Proxy must be deposited at the Registered Office of the Company, Unit No 1119, 11<sup>th</sup> Floor, Block A, Damansara Intan , No 1, Jalan SS20/27, 47400 Petaling Jaya, Selangor, Malaysia not less than forty-eight (48) hours before the time appointed for the holding of the Meeting.
- Only depositors whose names appear in the Record of Depositors as at 22 July 2020 shall be entitled to attend the Fifteenth Annual General Meeting.

**Explanatory Notes on Special Business:-**

- Audited Financial Statements for the Financial Period from 1 August 2018 to 31 January 2020  
 The Audited Financial Statements under Agenda 1 are laid in accordance with Section 340(1)(a) of the Companies Act, 2016 for discussion only as the approval of shareholders is not required. Hence, this Agenda is not put forward for voting by the shareholders of the Company.
- Ordinary Resolutions 1 & 2 - Pursuant to Section 230(1) of the Act, the fees and any benefits payable to the directors of a listed company and its subsidiaries shall be approved at a general meeting. In this respect, the Board agreed that the shareholders' approval shall be sought at the Fifteenth Annual General Meeting ("AGM") on the Directors' fees and benefits in two (2) separate resolutions as below:-
  - Ordinary Resolution 1 on payment of Directors' fees and benefits for the period from 1 August 2018 to 31 January 2020; and
  - Ordinary Resolution 2 on payment of Directors' fees and benefits for the period commencing from the date of the forthcoming Annual General Meeting until the next Annual General Meeting in year 2021.
 The Directors' fees and benefits consist of
  - Monthly fixed fee for duties as Director; and
  - Meeting allowance for each Board/ Board Committee meeting attended.
 The Directors' fees and benefits are estimated not to exceed RM504,000. The calculation is based on the estimated number of scheduled Board / Board Committee meetings and on assumption that the number of Directors will remain the same until the next AGM in year 2021.
- Ordinary Resolution 9 – Authority for Directors to issue and allot shares in the Company pursuant to Section 76 of the Companies Act, 2016  
 The Proposed Ordinary Resolution 8, if passed, is to give the Directors of the Company flexibility to issue and allot shares up to an amount not exceeding ten (10) per centum of the Company's total number of issued share capital for the time being upon such terms and conditions and for such purposes and to such person or persons as Directors of the Company in their absolute discretion consider to be in the interest of the Company, without having to convene a separate general meeting so as to avoid incurring additional cost and time. The purpose of this general mandate is for possible fund-raising exercises including but not limited to further placement of shares for purposes of funding current and/or future investment projects, working capital and/or acquisitions.  
 This authority will expire at the conclusion of the next AGM of the Company or at the expiration of the period within which the next AGM is required by law to be held, whichever is earlier.  
 On 21 August 2019, the Company had announced its proposal to undertake a private placement comprising the issuance of up to 37,545,700 new ordinary shares ("Placement Shares") representing not more than ten (10) per centum of the total number of issued to third parties to be identified ("Proposed Private Placement"), and made an application to Bursa Malaysia Securities Berhad ("Bursa Securities") for the listing of and quotation for the Placement Shares to be issued pursuant to the Proposed Private Placement on the ACE Market of Bursa Securities.  
 On 30 September 2019, Bursa Securities granted approval for the listing of and quotation of the Placement Shares on the ACE Market of Bursa Securities. As at the date of this report, the status of utilization of proceed raised from Proposed Private Placement is as follows:-

Purpose	Proposed Utilisation RM'000	Actual Utilisation RM'000	Intended Timeframe for Utilisation (from listing date)
Expenses on potential business opportunity	250	250	Within 3 months
Expenses for acquisition of Aircomaster Sdn Bhd	350	350	Within 6 months
Working Capital	660	660	Within 12 months
Expenses for Proposed Private Placement	150	150	Within 1 month
<b>Total gross proceeds</b>	<b>1,410</b>	<b>1,410</b>	

- Ordinary Resolution 10 – Retention of Independent Non-Executive Director  
 The Board of Directors applied Practice 4.2 of the Malaysian Code on Corporate Governance ("MCCG") and seeks the shareholders' approval to continue retain Dato' Megat Fairouz Junaidi Bin Megat Junid ("Dato' Megat"), who has served as Independent Non-Executive Director of the Company for a cumulative term of office of more than twelve (12) years through a Two-tier Voting Process at this AGM.  
 The Board through the Nomination Committee ("NC"), has determined that Dato' Megat is fair and impartial in carrying out their duties to the Company. As Director, they continue to bring independent and objective judgements to Board deliberations and decision-making process as a whole. Dato' Megat also has vast and diverse range of experiences and brings the right mix of skills to the Board. The Board therefore, endorsed the NC's recommendation for Dato' Megat to be retained as Independent Director.
- Special Resolution – Proposed Adoption of New Constitution  
 The Special Resolution will align the Constitution of the Company with the relevant provisions of the Companies Act, 2016, the updated ACE Market Listing Requirements of Bursa Securities and the prevailing statutory and regulatory requirements, as well as to provide clarity and consistency. The proposed New Constitution is set out in the Appendix A accompanying the Annual Report.