



**OPENSYS (M) BERHAD**

(Company No. 369818-W)  
(Incorporated in Malaysia under the Companies Act, 1965)

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** an Extraordinary General Meeting (“EGM”) of OpenSys (M) Berhad (“OpenSys” or the “Company”) will be held at Atlanta East, Level 3, Hotel Armada Petaling Jaya, Lorong Utara C, Seksyen 52, 46200 Petaling Jaya, Selangor Darul Ehsan on Wednesday, 7 October 2015 at 3.00 p.m. or at any adjournment thereof, for the purpose of considering and if thought fit, passing with or without modifications the following resolution:

**ORDINARY RESOLUTION**

**PROPOSED BONUS ISSUE OF 74,473,333 NEW ORDINARY SHARES OF RM0.10 EACH IN THE COMPANY (“OPENSYS SHARES” OR “SHARES”) (“BONUS SHARES”), TO BE CREDITED AS FULLY PAID-UP, ON THE BASIS OF ONE (1) BONUS SHARE FOR EVERY THREE (3) EXISTING OPENSYS SHARES HELD BY THE ENTITLED SHAREHOLDERS OF THE COMPANY ON AN ENTITLEMENT DATE TO BE DETERMINED AND ANNOUNCED LATER (“PROPOSED BONUS ISSUE”)**

“**THAT**, subject to the approvals of all relevant authorities being obtained, approval be and is hereby given to the Directors of the Company to increase the issued and paid-up share capital of the Company by way of a bonus issue of 74,473,333 new ordinary shares of RM0.10 each in the Company (“OpenSys Shares” or “Shares”) (“Bonus Shares”) by capitalising a sum of RM7.45 million from the Company’s share premium and retained earnings accounts and to apply the same for the Bonus Shares to be issued and credited as fully paid-up on the basis of one (1) Bonus Share for every three (3) existing OpenSys Shares held, to the registered shareholders of the Company whose names appear in the Record of Depositors at the close of business on a date to be determined and announced by the Directors;

**THAT** fractional entitlements, if any, shall be disregarded and the aggregate of such fractions shall be dealt with by the Board in such manner as it may at its absolute discretion deem expedient and in the best interests of the Company;

**THAT** the Bonus Shares shall, upon issuance and allotment, rank *pari passu* in all respects with the existing OpenSys Shares save and except that they shall not be entitled to any dividends, rights, allotments and/or other distributions, the entitlement date of which precedes the date of allotment of the Bonus Shares;

**AND THAT** the Directors of the Company be and are hereby empowered and authorised:

- (a) to do all acts, deeds and things and to execute, sign, deliver and cause to be delivered on behalf of the Company, all such documents and/or agreements as may be necessary to give effect and complete the Proposed Bonus Issue; and
- (b) to assent to any conditions, modifications, variations and/or amendments in any manner as may be required by the relevant authorities or as the Directors may deem necessary in the interest of the Company and to take such steps as they may deem necessary or expedient in order to implement, finalise and give full effect to the Proposed Bonus Issue.”

**BY ORDER OF THE BOARD**

Lim Seck Wah (MAICSA No. 0799845)  
Kong Mei Kee (MAICSA No. 7039391)  
Company Secretaries

Kuala Lumpur  
22 September 2015

**Notes:**

1. For the purpose of determining a member who shall be entitled to attend, speak and vote at the meeting, the Company shall be requesting the Record of Depositors as at 30 September 2015. Only a depositor whose name appears on the Record of Depositors as at 30 September 2015 shall be entitled to attend the meeting or appoint proxies to attend, speak and vote on his/her stead.
2. A member entitled to attend and vote at the meeting is entitled to appoint up to two (2) proxies to attend and vote in his/her stead. A proxy need not be a member of the Company and the provision of Section 149(1)(a) and (b) of the Companies Act, 1965 shall not apply to the Company.
3. Where a member is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, he/she 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.
4. 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.
5. Where a member appoints two (2) proxies to attend at the same meeting, the appointment shall be invalid unless he/she specifies the proportions of his/her holdings to be represented by each proxy.
6. If the appointer is a corporation, the Form of Proxy must be executed under its Common Seal or under the hand of its attorney duly authorised.
7. The Form of Proxy must be deposited at the Registered Office of the Company at Level 15-2, Bangunan Faber Imperial Court, Jalan Sultan Ismail, 50250 Kuala Lumpur not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.