



OPCOM HOLDINGS BERHAD

Registration No. 199401036979 (322661-W)
(Incorporated in Malaysia)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting ("EGM") of Opcom Holdings Berhad ("OPCOM" or the "Company") will be conducted on a fully virtual basis with remote participation and electronic voting via online meeting platform at megacorp.com.my provided by Mega Corporate Services Sdn. Bhd. on Wednesday, 18 August 2021 at 2.00 p.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 53,212,400 NEW ORDINARY SHARES IN OPCOM HOLDINGS BERHAD ("OPCOM" OR THE "COMPANY"), REPRESENTING APPROXIMATELY 30% OF THE TOTAL NUMBER OF ISSUED SHARES OF OPCOM ("PROPOSED PRIVATE PLACEMENT")

"THAT, subject to the approval of all the relevant authorities, approval be and is hereby given to the Board of Directors of the Company ("Board") to allot and issue up to 53,212,400 new ordinary shares in the Company ("Shares" or "OPCOM Shares") ("Placement Shares") by way of private placement to independent third party investor(s) to be identified later in one or more tranches at an issue price for each tranche to be determined at a later date by the Board ("Price-Fixing Date") upon such terms and conditions as disclosed in the circular to the shareholders of the Company dated 2 August 2021 ("Circular") ("Proposed Private Placement");

THAT, the issue price for each tranche of the Placement Shares will be determined based on a discount of not more than 20% to the 5-day volume-weighted average market price of OPCOM Shares up to and including the Price-Fixing Date;

THAT, the Board be and is hereby authorised to utilise the proceeds to be derived from the Proposed Private Placement for such purposes as set out in the Circular and the Board be and is hereby authorised with full power to vary the manner and/or purpose of the utilisation of such proceeds from the Proposed Private Placement in the manner as the Board may deem fit, necessary and/or expedient, subject (where required) to the approval of the relevant authorities and in the best interest of the Company;

THAT, such Placement Shares shall, upon allotment, issuance and full payment of the issue price, rank equally in all respects with the then existing issued Shares, save and except that the holders of such Placement Shares shall not be entitled to any dividend, rights, allotments and/or other distributions which may be declared, made or paid to the Shareholders, the entitlement date of which is prior to the date of allotment and issuance of the Placement Shares;

AND THAT, the Board be and is hereby empowered and authorised 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 arrangements as may be necessary to give effect and complete the Proposed Private Placement and to assent to any conditions, modifications, variations and/or amendments in any manner as may be required by the relevant authorities or as the Board 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, give full effect and to complete the Proposed Private Placement.

ORDINARY RESOLUTION 2

PROPOSED ESTABLISHMENT OF AN EMPLOYEES' SHARE OPTION SCHEME OF UP TO 30% OF THE TOTAL NUMBER OF ISSUED SHARES OF OPCOM (EXCLUDING TREASURY SHARES, IF ANY) FOR ELIGIBLE DIRECTORS AND EMPLOYEES OF THE COMPANY AND ITS SUBSIDIARIES ("PROPOSED ESOS")

"THAT subject to the approvals of all relevant authorities/parties, where relevant/required being obtained, approval is given to the Board of Directors ("Board") to undertake the proposed establishment of an ESOS involving up to 30% of the total number of issued shares of OPCOM (excluding treasury shares, if any) to enable the granting of new ordinary shares in OPCOM ("OPCOM Shares") at any point in time to the eligible directors and employees of OPCOM Group (excluding subsidiary companies which are dormant, if any) in accordance with the by-laws governing the ESOS ("By-laws") as set out in Appendix 1 of the circular to shareholders dated 2 August 2021, and to adopt and approve the By-laws and to do all such acts, as may be necessary or expedient in order to give full effect to the Proposed ESOS;

THAT the Board be and is hereby authorised to issue and allot from time to time such number of new OPCOM Shares as may be required pursuant to the exercise of the options under the Proposed ESOS ("ESOS Options"), provided that the aggregate number of new Shares to be issued and allotted and/or transferred shall not exceed 30% of the total number of issued shares of the Company (excluding treasury shares, if any) at any point in time throughout the duration of the Proposed ESOS and such new Shares shall, upon allotment and issuance, rank equally in all respects with the existing issued shares of the Company, except that the new Shares so issued and allotted SHALL not be entitled to any dividends, rights, allotments and/or other forms of distribution, for which the entitlement date is prior to the date of allotment and issuance of such new Shares;

THAT the Board be and is hereby authorised to extend the duration of the ESOS, provided always that such extension of the ESOS made pursuant to the By-laws shall not in aggregate exceed a duration of 10 years from the date on which the Scheme shall take effect following full compliance of all relevant requirements or such longer period as may be permitted by Bursa Malaysia Securities Berhad ("Bursa Securities") or any other relevant authorities from time to time without having to obtain any further sanction, approval, consent or authorisation of the shareholders of the Company in a general meeting;

THAT the Board be and is hereby authorised to do all such acts and things and to execute all such documents and enter into all such transactions, arrangements and agreements, deeds or undertakings, to make such rules or regulations, or impose such terms and conditions or delegate part of its power and to generally exercise such powers and perform such acts as may be necessary or expedient in order to give full effect to the Proposed ESOS and the terms of the By-laws;

AND THAT the Board be and is hereby authorised to add, modify and/or amend the Proposed ESOS, By-laws and all rules, regulations and administration relating to the Proposed ESOS and/or administration thereof, from time to time as may be permitted by the authorities or deemed necessary by the relevant regulatory authorities or the Board or any committee established to administer the Proposed ESOS, provided that such additions, modifications and/or amendments are effected and permitted in accordance with the provisions of the By-laws."

ORDINARY RESOLUTIONS 3 – 8

PROPOSED GRANTING OF ESOS OPTIONS TO DIRECTORS

"THAT subject to the passing of Ordinary Resolution 2 as well as the approvals of all relevant authorities, and for so long as this approval remains in force, approval be and is hereby given to the Board at any time and from time to time during the duration of the Proposed ESOS, to offer and grant options to each of the directors and persons connected with them as named therein below:-

ORDINARY RESOLUTION 3

Dato' Mazlin Bin MD Junid, the Independent Non-Executive Chairman

ORDINARY RESOLUTION 4

Ong Soon Lim, the Executive Director

ORDINARY RESOLUTION 5

Teh Li King, the Non-Independent Non-Executive Director

ORDINARY RESOLUTION 6

Sven Janne Sjöden, the Independent Non-Executive Director

ORDINARY RESOLUTION 7

Chan Bee Lean, the Independent Non-Executive Director

ORDINARY RESOLUTION 8

Magnus Kreuger, the Independent Non-Executive Director

to subscribe for such number of Shares to be issued under the Proposed ESOS subject always to the following provisions:-

- (i) he/she must not participate in the deliberation or discussion of his/her own allocation of new Shares to be issued under the Proposed ESOS;
- (ii) not more than 70% of the total number of new Shares to be issued under the Proposed ESOS shall be allocated in aggregate to the Directors and senior management of OPCOM Group (excluding dormant subsidiaries); and
- (iii) not more than 10% of the total number of new Shares to be issued under the Proposed ESOS shall be allocated to him/her, if he/she either singly or collectively through persons connected with him/her, holds 20% or more of the total number of issued shares of the Company (excluding treasury shares, if any);

also subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the By-laws of the Proposed ESOS and any prevailing guidelines issued by Bursa Securities, ACE Market Listing Requirements of Bursa Securities or any other relevant authorities as amended from time to time;

AND THAT the Board be further authorised to issue, allot and/or transfer such number of new Shares arising from the exercise of the ESOS Options that may be granted to him/her under the Proposed ESOS."

BY ORDER OF THE BOARD

NG HENG HOI (SSM PC No. 202008002923) (MAICSA 7048492)

WONG MEE KIAT (SSM PC No. 202008001958) (MAICSA 7058813)

Company Secretaries

Kuala Lumpur
2 August 2021

Notes:

1. An online meeting platform can be recognised as the meeting venue or place under Section 327(2) of the Companies Act 2016 provided that the online platform is located in Malaysia. Members are advised to refer to the Administrative Guide which is available on the Company's corporate website at www.opcom.com.my, for the remote participation access and electronic voting at the EGM.
2. Subject and without prejudice to any special privileges or restrictions as to voting for the time being attached to any special class of shares for the time being forming part of the capital of the Company, every holder of ordinary or preference shares who is personally present, who is a Member or proxy or represented by attorney on a show of hands on any question shall have one vote and upon a poll every such Member shall have one vote for every ordinary or preference share held by him. A proxy need not be a Member of the Company and there shall be no restriction as to the qualification of the proxy. A proxy appointed to attend and vote at a meeting of the Company shall have the same rights as the Member to speak at the meeting. A Member may appoint not more than two (2) proxies to attend the same meeting. Where a Member appoints two (2) proxies, he shall specify the proportion of his shareholdings to be represented by each proxy.
3. Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991 ("SICDA"), 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.
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 (1) 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. An exempt authorised nominee refers to an authorised nominee defined under the SICDA which is exempted from compliance with the provisions of subsection 25A(1) of SICDA.
5. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing (or if such appointor be a corporation, under its common seal or under the hand of an officer or attorney duly authorised or in some other manner approved by Directors). An instrument appointing a proxy to vote at a meeting shall be deemed to include the power to demand or concur in demanding a poll on behalf of the appointor.
6. The Form of Proxy or the instrument appointing a proxy and the power of attorney (if any) under which it is signed or authorised certified copy thereof must be deposited at the Poll Administrator's office at Mega Corporate Services Sdn. Bhd. at Level 15-2, Bangunan Faber Imperial Court, Jalan Sultan Ismail, 50250 Kuala Lumpur or email to egm-support.opcom@megacorp.com.my not less than forty-eight (48) hours before the time for holding the meeting or any adjournment thereof. You also have the option to register online <https://vps.megacorp.com.my/ueXgh5>. Kindly refer to the Administrative Guide to the Shareholders for further information.
7. In respect of deposited securities, only a depositor whose name appears on the Record of Depositors on 11 August 2021 (General Meeting Record of Depositors) shall be eligible to attend the meeting or appoint proxy(ies) to attend and/or vote on his/her behalf.



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**ADMINISTRATIVE GUIDE FOR THE FULLY VIRTUAL
EXTRAORDINARY GENERAL MEETING (“EGM”)**

Date	:	Wednesday, 18 August 2021
Time	:	2.00 p.m.
Meeting platform	:	GoToWebinar hosted by megacorp.com.my
MYNIC ID	:	D1A018851

MODE OF MEETING

In light of the COVID-19 outbreak and as part of our safety measures, the EGM of OPCOM Holdings Berhad (“**the Company**”) will be conducted on a fully virtual basis via live streaming and remote voting. This is in line with the Guidance and FAQs on the Conduct of General Meetings for Listed Issuers issued by the Securities Commission Malaysia on 5 March 2021 (subsequently on 16 July 2021).

This is a fully virtual meeting, all participants, include Chairman and Board Members will participate remotely from various location.

Kindly ensure that you are connected to the internet at all times to participate and vote when our virtual EGM has commenced. Therefore, it is your responsibility to ensure that connectivity for the duration of the meeting is maintained. Kindly note that the quality of the live webcast is dependent on the bandwidth and stability of the internet connection of the participants.

You may email your questions in relate to matters of discussion in the EGM in advance to the Company.

ONLINE REGISTRATION PROCEDURES

All shareholders/proxies who wish to participate in the EGM will have to register online and participate remotely. Kindly follow the steps below to ensure that you can obtain your Digital Ballot Form (“**DBF**”) for the poll voting and details to log in to the Webinar session to participate at the EGM online:

Step 1

For registration, please complete and submit the shareholders information at least forty-eight (48) hours before the time of the EGM in the following manners:

- i. Open this link <https://vps.megacorp.com.my/ueXghS> ; or
- ii. Scan the QR Code above

Only shareholders are allowed to register their details online. Shareholders may also appoint proxy/Chairman via online, as in STEP 1. Please ensure that your details are accurate as any non-compliance may result in you not being able to receive your DBF.

Step 2

Alternatively, you may deposit your Form of Proxy at the office of Poll Administrator, Mega Corporate Services Sdn. Bhd. at Level 15-2, Bangunan Faber Imperial Court, Jalan Sultan Ismail, 50250 Kuala Lumpur, Wilayah Persekutuan or email EGM-support.OPCOM@megacorp.com.my not less than forty-eight (48) hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the form of appointment of proxy proposes to vote and in default the instrument of proxy shall not be treated as valid.

Step 3

For corporate shareholders/Nominee Accounts, please follow STEP 2 above.

Step 4

Upon verified the details of the shareholders, the Poll Administrator will email a copy of your DBF to you to participate and vote at the meeting.

Step 5

Registered shareholders/proxies would receive two (2) emails:

- i. Webinar Master (to join the virtual meeting); and
- ii. DBF (for remote voting purposes).

POLL VOTING

The voting will be conducted by poll in accordance with Paragraph 8.31A of ACE Market Listing Requirements of Bursa Malaysia Securities Berhad. The Company has appointed Mega Corporate Services Sdn Bhd as Poll Administrator to conduct the poll by way of electronic voting and Cygnus Technology Solutions Sdn Bhd as Scrutineers to verify the poll results.

For the purpose of the EGM, e-voting will be carried out via your digital devices (e.g., Computer/Mobile Phone/Tablets). The DBF itself is self-explanatory. Please carefully read the instructions on the e-mail from Webinar Master to familiarise yourself with the steps needed to exercise your rights at the EGM.

Shareholders/proxies can proceed to vote on the resolutions and submit your votes during the voting period as stipulated on the DBF. Upon completion of the voting session at the EGM, the Scrutineers will verify the poll results after which the Chairman of the EGM will announce the results of the resolutions.

RECORD OF DEPOSITORS FOR THE EGM

The date of Record of Depositors for the EGM is 11 August 2021. As such, only members whose names appear in the Record of Depositors shall be eligible to participate, speak and vote at the EGM.

ENQUIRY

If you have any enquiries prior to the EGM, please contact the following persons during office hours from 9.00 a.m. to 5.00 p.m. (Monday to Friday):

Poll Administrator

Mega Corporate Services Sdn Bhd
Level 15-2, Bangunan Faber Imperial Court
Jalan Sultan Ismail
50250 Kuala Lumpur
Tel No: +60 (3) 2692 4271 / +60 (3) 2694 8984
+60 (12) 912 2734 / +60 (18) 322 9220

Email: EGM-support.OPCOM@megacorp.com.my