



OPCOM HOLDINGS BERHAD

199401036979 (322661-W)
(Incorporated in Malaysia)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Twenty-Sixth Annual General Meeting of Opcom Holdings Berhad ("OPCOM" or "the Company") will be conducted on a fully virtual basis through remote participation and electronic voting via online meeting platform provided by Mega Corporate Services Sdn. Bhd. on Wednesday, 29 September 2021 at 2.00 p.m. to transact the following businesses:

AGENDA

As Ordinary Business

- To receive the Audited Financial Statements for the financial year ended 31 March 2021 and the Reports of Directors and Auditors thereon.
- To approve the payment of Directors' fees of RM124,757 for the financial year ended 31 March 2021.
- To approve the payment of Directors' benefits to the Non-Executive Directors up to an amount of RM200,000 from 30 September 2021 until the next Annual General Meeting of the Company.
- To re-elect Magnus Kreuger who retires pursuant to Article 90(1) of the Company's Constitution.
- To elect the following Directors who retire pursuant to Article 83 of the Company's Constitution:-
 - Dato' Mazlin Bin MD Junid
 - Teh Li King
 - Ong Soon Lim
- To re-appoint Messrs. Crowe Malaysia PLT as Auditors of the Company and to authorise the Directors to determine their remuneration.

Please refer to
Explanatory Note 1
Ordinary Resolution 1
Ordinary Resolution 2
Ordinary Resolution 3
Ordinary Resolution 4
Ordinary Resolution 5
Ordinary Resolution 6
Ordinary Resolution 7

As Special Business

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

- Authority to Allot and Issue Shares Pursuant to Sections 75 and 76 of the Companies Act 2016.**

Ordinary Resolution 8

"THAT subject always to the Companies Act 2016 ("Act"), the Constitution of the Company and approvals from Bursa Malaysia Securities Berhad and any other governmental/regulatory bodies, where such approval is necessary, authority be and is hereby given to the Directors pursuant to Section 75 and Section 76 of the Act to issue not more than ten per centum (10%) of the total number of issued shares of the Company at any time upon any such terms and conditions and for such purposes as the Directors may in their absolute discretion deem fit or in pursuance of offers, agreements or options to be made or granted by the Directors while this approval is in force until the conclusion of the next Annual General Meeting of the Company and that the Directors be and are hereby further authorized to make or grant offers, agreements or options which would or might require shares to be issued after the expiration of the approval hereof."

- To transact any other business for which due notice shall have been received.

BY ORDER OF THE BOARD

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

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

Company Secretaries

Date: 27 August 2021

Notes:

- 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. Shareholders who wish to participate in the Twenty-Sixth Annual General Meeting ("26th AGM") will have to register via the link <https://vps.megacorp.com.my/RUGVnS>. 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 26th AGM.
- For the purpose of determining who shall be entitled to attend this meeting, the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd. to make available a Record of Depositors as at 23 September 2021 and only a depositor whose name appears on the Record of Depositors shall be entitled to attend the said meeting or appoint proxy or proxies to attend, speak and vote on his/her stead.
- A member entitled to attend, speak and vote at the meeting is entitled to appoint not more than two (2) proxies to attend and vote in his/her stead. All voting will be conducted by way of poll.
- Where a member appoints two (2) proxies to attend at the same meeting, the appointment shall be invalid unless he/she specifies the proportion of his/her holdings to be represented by each 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 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.
- The instrument appointing a proxy shall be in writing under the hand of the appointer or his/her attorney duly authorised in writing or, if the appointer is a corporation, either under its common seal or under the hand of an officer or attorney duly authorised.
- 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 AGM-support.OPCOM@megacorp.com.my not less than forty-eight (48) hours before the time for holding the meeting. For further information on the electronic submission of proxy form, kindly refer to the Administrative Guide to the Shareholders for further information.

Explanatory Notes:

1. Audited Financial Statements

Agenda item no. 1 is meant for discussion only as the provision of Section 340(1)(a) of the Companies Act 2016 ("Act") does not require a formal approval of shareholders for the Audited Financial Statements. Hence, this item on the Agenda is not put forward for voting.

2. Ordinary Resolutions 1 and 2

Proposed payment of Directors' Fees

Proposed payment of Directors' Benefits to Non-Executive Directors

Pursuant to Section 230(1) of the Act, the fees of the Directors and any benefits payable to the Directors of a listed Company and its subsidiaries shall be approved by the shareholders at a general meeting. In this respect, the Board agreed that the shareholders' approval shall be sought at the Twenty-Sixth 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 in respect of the financial year ended 31 March 2021; and
- Ordinary Resolution 2 on payment of Directors' benefits from 30 September 2021 until the next AGM.

The Directors' benefits of the Company which is estimated not to exceed RM200,000 is basically the meeting allowances for Board/Board Committee meetings attended/to be attended for the period from 30 September 2021 until the conclusion of the next AGM.

The Board will seek shareholders' approval at the next AGM in the event the amount of the Directors' benefits is insufficient due to an increase in Board/ Board Committee meetings and/or increase in Board size.

Details of the Directors' fees and benefits paid to the Non-Executive Directors are disclosed in the Company's Corporate Governance Overview Statement as contained in the Annual Report 2021.

3. Ordinary Resolution 8

Authority to Allot and Issue Shares Pursuant to Sections 75 and 76 of the Companies Act 2016

The Company wishes to renew the mandate on the authority to issue shares pursuant to Sections 75 and 76 of the Companies Act 2016 at the 26th Annual General Meeting ("AGM") of the Company.

The Company had been granted a general mandate by its shareholders at the 25th AGM of the Company on 29 September 2020 ("Previous Mandate"). As at the date of this Notice, the Company had utilised the Previous Mandate by issuing 16,124,900 new ordinary shares of RM0.5750 each pursuant to a Private Placement Exercise.

The proposed Ordinary Resolution 8, if passed, will empower the Directors of the Company to allot and issue not more than 10% of the issued share capital of the Company subject to the approvals of all the relevant governmental and/or other regulatory bodies and for such purposes as the Directors consider would be in the interest of the Company.

The authority will provide flexibility to the Company for any possible fund raising activities, including but not limited to further placing of shares, repayment of bank borrowing(s), if any, for purpose of funding future investment project(s), working capital and/or acquisitions.

This authorisation will, unless revoked or varied by the Company in a general meeting, expire at the next Annual General Meeting of the Company.

Statement Accompanying Notice of Annual General Meeting

The profile of the Directors namely Dato' Mazlin Bin MD Junid, Teh Li King and Ong Soon Lim who are standing for election pursuant to Article 83 of the Constitution of the Company at the Twenty-Sixth Annual General Meeting are set out on page 14 to 19 of the 2021 Annual Report. The details of the Directors' interest in the securities of the Company are stated in the "Analysis of Shareholdings" section in the 2021 Annual Report.