



OPENSYS (M) BERHAD

Registration No. 199501040614 (369818-W)

(Incorporated in Malaysia)

**NOTIFICATION TO SHAREHOLDERS
IN RELATION TO
THE POSTPONED TWENTY-FIFTH ANNUAL GENERAL MEETING**

The Notice of the postponed Twenty-fifth (“25th”) Annual General Meeting (“AGM”) of the Company to be held on a fully virtual basis through the online meeting platform, GoToWebinar hosted by megacorp.com.my (MYNIC Registration Number D1A018851) on Monday, 20th September 2021 at 3.00 p.m. or at any adjournment thereof, together with the Administrative Notes and Form of Proxy are set out in this Notice.

If you wish to attend the virtual 25th AGM, you must register as per the Registration Procedure stated in the Administrative Notes enclosed herein.

If you decide to appoint a proxy or proxies for the AGM, you can perform it online or execute and lodge the Form of Proxy for the AGM at the Registered Office of the Company at Level 15-2, Bangunan Faber Imperial Court, Jalan Sultan Ismail, 50250 Kuala Lumpur or email to AGM-support.OpenSys@megacorp.com.my, not less than forty-eight (48) hours before the time appointed for holding the AGM or at any adjournment thereof. The lodging of the Form of Proxy for the AGM will not preclude you from attending and voting at the virtual 25th AGM should you subsequently decide to do so.

Date and time of the AGM : Monday, 20th September 2021 at 3.00 p.m., or at any adjournment thereof

Last date and time for lodging the Form of Proxy : Saturday, 18th September 2021 at 3.00 p.m.

This Notice is dated 30th August 2021

www.myopensys.com



**NOTIFICATION TO SHAREHOLDERS
IN RELATION TO
THE POSTPONED TWENTY-FIFTH ANNUAL GENERAL MEETING**

30th August 2021

Dear Shareholders,

We refer to our earlier announcements made on 28th April 2021, 10th May 2021 and 2nd June 2021 in relation to the Notice of Twenty-fifth Annual General Meeting (“25th AGM”) of the Company and its postponement of the 25th AGM in light of the announcement on a full lockdown (“MCO 3.0”) by the Government of Malaysia on 28th May 2021 to curb the spread of the COVID-19 infection in Malaysia.

As a result of the implementation of the MCO 3.0, the Securities Commission Malaysia has further revised its Guidance Note and FAQs on the conduct of General Meetings for Listed Issuers on 1st June 2021 and subsequently on 16th July 2021 (“the Revised Guidance Note and FAQ”), when a listed issuer conducts its general meeting during **MCO 3.0 Phase 1**, the listed issuer is only allowed to conduct a **fully virtual general meeting** where all meeting participants including the Chairman of the meeting, board members, senior management and shareholders are required to participate in the meeting online. Physical gatherings no matter how small are prohibited.

According to the Revised Guidance Note and FAQ, an online meeting platform can be recognised as the meeting venue or place under Section 327(2) of Companies Act 2016 provided that the online platform is located in Malaysia.

In line with the MCO 3.0 and restriction on movement, and as part of the safety measures, the postponed 25th AGM of the Company will be conducted on a fully virtual basis as set out below:-

| | | |
|-------------------------|----------|--|
| Date | : | Monday, 20th September 2021 |
| Time | : | 3.00 p.m. |
| Meeting Platform | : | GoToWebinar hosted by megacorp.com.my |
| MYNIC ID | : | D1A018851 |

Kindly refer to the Administrative Notes, Notice of the postponed 25th AGM and Form of Proxy as attached.

Shareholders are reminded to monitor the Company’s website and announcements from time to time for any changes to the 25th AGM arrangements.

By Order of the Board

LIM SECK WAH (MAICSA 0799845)
(SSM PC NO. 202008000054)
KONG MEI KEE (MAICSA 7039391)
(SSM PC NO. 202008002882)
Company Secretaries

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OPENSYS (M) BERHAD
Registration No. 199501040614 (369818-W)
(Incorporated in Malaysia)

NOTICE OF POSTPONED ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the postponed Twenty-fifth Annual General Meeting (“25th AGM”) of the Company will be conducted on a fully virtual basis through the online meeting platform, GoToWebinar hosted by megacorp.com.my (MYNIC Registration Number D1A018851) on Monday, 20th September 2021 at 3.00 p.m. for the purpose of considering the following businesses:-

AGENDA

AS ORDINARY BUSINESS

1. To receive the Audited Financial Statements for the financial year ended 31st December 2020 and the Reports of the Directors and the Auditors thereon. *(Please refer to Note 1.)*
2. To approve the payment of Directors’ fees and benefits payable up to RM238,000.00 for the period from 1st July 2021 until the conclusion of the next Annual General Meeting of the Company. **(ORDINARY RESOLUTION 1)**
3. To re-elect the following Directors retiring in accordance with the Company’s Constitution:-
 - i). Tune Hee Hian Clause 78 **(ORDINARY RESOLUTION 2)**
 - ii). Datuk Ng Bee Ken Clause 78 **(ORDINARY RESOLUTION 3)**
4. To re-appoint Messrs. HLB Ler Lum Chew PLT (formerly known as HLB Ler Lum PLT) as Auditors and to authorise the Board of Directors to fix their remuneration. **(ORDINARY RESOLUTION 4)**

AS SPECIAL BUSINESS

To consider and, if thought fit, to pass the following Resolutions:-

5. **ORDINARY RESOLUTION
AUTHORITY TO ALLOT SHARES PURSUANT TO
SECTIONS 75 AND 76 OF THE COMPANIES ACT
2016**

“THAT, subject always to the Companies Act 2016 (“the Act”), the Constitution of the Company and the approvals of the relevant governmental and/or regulatory authorities, the Directors be and are hereby empowered, pursuant to Sections 75 and 76 of the Act, to allot shares in the Company from time to time at such price and upon such terms and conditions and for such purposes as the Directors may deem fit provided that the aggregate number of shares allotted pursuant to this resolution does not exceed 10% of the total number of issued shares of the Company at the time of submission to the authority, and that such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company AND THAT the Directors be and are hereby also empowered to obtain the approval from Bursa Malaysia Securities Berhad for the listing of and quotation of the additional shares so allotted.”

(ORDINARY RESOLUTION 5)

6. RETENTION OF DATUK NG BEE KEN AS INDEPENDENT DIRECTOR

“THAT subject to the passing of ordinary resolution 3, Datuk Ng Bee Ken be and is hereby retained as Independent Non-Executive Director pursuant to the Malaysian Code on Corporate Governance.”

(ORDINARY RESOLUTION 6)

7. RETENTION OF MR. JAMES HENRY STEWART AS INDEPENDENT DIRECTOR

“THAT Mr. James Henry Stewart be and is hereby retained as Independent Non-Executive Director pursuant to the Malaysian Code on Corporate Governance.”

(ORDINARY RESOLUTION 7)

8. To transact any other business which may properly be transacted at an Annual General Meeting for which due notice shall have been given.

By Order of the Board

LIM SECK WAH (MAICSA 0799845)

(SSM PC NO. 202008000054)

KONG MEI KEE (MAICSA 7039391)

(SSM PC NO. 202008002882)

Company Secretaries

Dated this 30th August 2021

Kuala Lumpur

Notes:

1. *The Audited Financial Statements are for discussion only as the Company’s Constitution provides that the audited financial statements are to be laid in the general meeting.*
2. *For the purpose of determining a member who shall be entitled to attend, speak and vote at the Annual General Meeting, the Company shall be requesting the Record of Depositors as at 13th September 2021. Only a depositor whose name appears on the Record of Depositors as at 13th September 2021 shall be entitled to attend the said meeting or appoint proxies to attend, speak and vote in his/her stead.*
3. *A member entitled to attend, speak and vote at the meeting is entitled to appoint up to two (2) proxies to attend, speak and vote in his/her stead. Where a member appoints two (2) proxies to attend at the same meeting, he/she shall specify the proportions of his/her holdings to be represented by each proxy. All voting will be conducted by way of poll.*
4.
 - (i) *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.*
 - (ii) *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. *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.*
6. *Except for body corporate and nominee accounts, you have the option to register directly at <https://vps.megacorp.com.my/wvA20d> to submit the proxy appointment electronically not later than Saturday, 18th September 2021 at 3.00 p.m. Kindly refer to annexure of the Administrative Notes for further information.*
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 or email to AGM-support.OpenSys@megacorp.com.my not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.*
8. *Explanatory notes on Special Business:*

- 8.1 *The proposed Ordinary Resolution 5, if passed, will give the Directors of the Company the flexibility to allot new shares in the Company up to an amount not exceeding in total 10% of the total number of issued shares of the Company for such purposes as the Directors consider would be in the interest of the Company. This authority, unless revoked or varied at a general meeting, will expire at the next Annual General Meeting of the Company.*

The Company continues to consider opportunities to broaden its earnings potential. If any of the expansion/diversification proposals involves the allotment of new shares, the Directors, under certain circumstance when the opportunity arises, would have to convene a general meeting to approve the allotment of new shares even though the number involved may be less than 10% of the total number of issued shares.

In order to avoid any delay and costs involved in convening a general meeting to approve such allotment of shares, it is thus considered appropriate that the Directors be empowered to allot shares in the Company, up to any amount not exceeding in total 10% of the total number of issued shares of the Company at the time of submission, for such purposes. The renewed authority for allotment of shares will provide flexibility to the Company for the allotment of shares for the purpose of funding future investment, working capital and/or acquisitions.

No shares have been issued and allotted by the Company since obtaining the said authority from its shareholders at the last Annual General Meeting held on 12th August 2020.

- 8.2 *The proposed Ordinary Resolutions 6 and 7, if passed, will allow the Independent Directors, Datuk Ng Bee Ken (who has served the Company for a cumulative period of more than 9 years but less than 12 years) and Mr. James Henry Stewart (who has served the Company for a cumulative period of more than 12 years), to continue to act as Independent Non-Executive Directors of the Company. The Board supports the retention of Datuk Ng Bee Ken and Mr. James Henry Stewart as Independent Directors for:-*

- i) *They understand the business nature and office culture*
- ii) *They provide the Board valuable advice and insight*
- iii) *They actively participate in Board deliberations and decision making in an objective manner*
- iv) *They uphold independent decision and challenges the management objectively.*

Ordinary Resolutions 6 and 7 will be on two-tier voting pursuant to Practice 5.3 of the Malaysian Code on Corporate Governance.

Additional Notes:

- a. *The Form of Proxy of the postponed 25th AGM (“New Form of Proxy”) does not invalidate the Form of Proxy which was circulated together with the Notice dated 30th April 2021 (“Original Form of Proxy”).*
- b. *If the Company receives both the Original Form of Proxy and the New Form of Proxy from a member, THE LATTER SHALL SUPERSEDE THE FORMER.*

- c. *In the event that the Company does not receive the duly executed New Form of Proxy within the required timeframe, THE MEMBER WHO HAS DEPOSITED THE ORIGINAL FORM OF PROXY AT THE REGISTERED OFFICE OF THE COMPANY OR VIA EMAIL WITHIN THE REQUIRED TIMEFRAME IS DEEMED TO HAVE APPOINTED AND AUTHORISED HIS/HER PROXY UNDER THE ORIGINAL FORM OF PROXY TO VOTE ON THE ORDINARY RESOLUTIONS AS THE PROXY DEEMS FIT.*

- d. *Members are requested to read and adhere to the Administrative Notes issued which is sent together with this Notice of 25th AGM. Members are also reminded to monitor the Company's website and announcements from time to time for any changes to the 25th AGM arrangements.*

OPENSYS BERHAD
Registration No. 199501040614 (369818-W)
(Incorporated in Malaysia)



ADMINISTRATIVE NOTES
FOR THE POSTPONED TWENTY-FIFTH ANNUAL GENERAL MEETING (“25th AGM”)

Date : Monday, 20th September, 2021
Time : 3.00 p.m.
Meeting Platform : GoToWebinar hosted by megacorp.com.my
MYNIC ID : D1A018851

Voting via Digital Ballot Form at a Fully Virtual 25th AGM

1. Pursuant to Securities Commission Guideline revised on 16th July 2021, all meetings are to be held FULLY VIRTUAL where all participants, include Chairman and Board Members are to participate remotely from various location. Shareholders who wish to participate at the 25th AGM will therefore have to do so remotely. Pre-registration of attendance is required via the link at <https://vps.megacorp.com.my/wvA20d> (please refer to para 4 for further details). After the registration is validated and accepted, shareholders will receive an email with a link to grant access to the **Digital Ballot Form (“DBF”)** for remote voting and meeting link.
2. With the DBF, you may exercise your right as a shareholder of the Company to participate (including to pose questions to the Board / Management of the Company) and vote during the 25th AGM, at the comfort of your home or from any location.
3. Shareholders may use the *Questions’ Pane* facility (located at the top right corner of the screen) to submit questions in real time during the meeting via the Live-Streaming solution. Shareholders may also submit questions before the meeting via email to the following e-mail address in relation to the agenda items for the 25th AGM:
AGM-support.OpenSys@megacorp.com.my

Registration Procedure

4. Kindly follow the steps below to ensure that you are able to obtain your DBF and details to log in to the Live-Streaming session to participate and vote remotely during the 25th AGM online:
 - a. Open this link <https://vps.megacorp.com.my/wvA20d>, or scan the QR code at the top right corner of this document, and submit all requisite details at least forty-eight (48) hours before the date of 25th AGM.
 - b. Only individual shareholders are allowed to register their details online. Shareholders can also appoint proxies or Chairman of the meeting as proxy via online, as in step (a) above. Please ensure that your details are accurate as non-compliance would result in you not being able to participate in the Meeting.

- c. Alternatively, you may deposit your Form of Proxy, duly completed with the proxy's email address and mobile phone number, at the registered office of the Company ("Poll Administrator"):

Mega Corporate Services Sdn. Bhd.

Level 15-2, Bangunan Faber Imperial Court, Jalan Sultan Ismail, 50250 Kuala Lumpur, Wilayah Persekutuan or;

Submit via e-mail to: **AGM-support.OpenSys@megacorp.com.my**

- d. For corporate shareholders / nominee accounts, please execute Form of Proxy as per step (c) above.
- e. Upon verification on your registration, the Poll Administrator, Mega Corporate Services Sdn. Bhd., will send the following via email:
 - i. **Meeting Link** - for the Live-Streaming Session
 - ii. **DBF** - for Voting Purposes

Record of Depositors ("ROD") for the 25th AGM

5. The date of ROD for the 25th AGM is Monday, 13 September, 2021. As such, only shareholders whose name appear in the ROD shall be entitled to participate, speak and vote at the 25th AGM or appoint proxy(ies) / corporate representative(s) to participate, speak and vote on his / her behalf.

Poll Voting

6. The voting of the 25th AGM will be conducted by poll. The Company has appointed Mega Corporate Services Sdn. Bhd. as the Poll Administrator to conduct the polling process by way of e-voting, and Cygnus Technology Solutions Sdn. Bhd. as Scrutineers to verify the poll results.
7. Shareholders can proceed to vote on the resolutions and submit your votes during the voting period as stipulated in the DBF. Upon completion of the voting session for the 25th AGM, the Scrutineers will verify the poll results after which the Chairman will announce the poll results of the resolutions.

Enquiry

If you have any enquiries on the above, please contact the Poll Administrator during office hours (Monday to Friday):

Mega Corporate Services Sdn. Bhd.

Email : **AGM-support.OpenSys@megacorp.com.my**

Tel : +60 (3) 2692 4271/2694 8984

Alfred : +60 (12) 912 2734

Hisham : +60 (12) 252 9136

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FORM OF PROXY

(Before completing this form please refer to the notes below)

| | | |
|---------------------------|---|--|
| CDS Account No. | : | |
| No. of shares held | : | |

I/We * _____ NRIC/Passport/Registration No.* _____
(Full name in block)
of _____
(Address)
with email address _____ mobile phone no. _____

being a member/members* of **OPENSYS (M) BERHAD** (“the Company”) hereby appoint(s) the following person(s):-

| | | |
|-----------------------------|--------------------------|--|
| Full Name (in Block) | NRIC/Passport No. | Proportion of Shareholdings (%) |
| Address | | |
| Email Address | Mobile Phone No. | |

and / or*

| | | |
|-----------------------------|--------------------------|--|
| Full Name (in Block) | NRIC/Passport No. | Proportion of Shareholdings (%) |
| Address | | |
| Email Address | Mobile Phone No. | |

or failing him/her, the Chairman of the Meeting as *my/our proxy/proxies to attend and vote for *me/us and on my/our behalf at the postponed Twenty-fifth Annual General Meeting of the Company to be conducted on a fully virtual basis through the online meeting platform, GoToWebinar hosted by megacorp.com.my (MYNIC Registration Number DIA018851) on **Monday, 20th September 2021** at 3.00 p.m. and at every adjournment thereof to vote as indicated below:-

| | ORDINARY RESOLUTIONS | FIRST PROXY | | SECOND PROXY | |
|----|---|--------------------|----------------|---------------------|----------------|
| | | FOR | AGAINST | FOR | AGAINST |
| 1. | To approve the payment of Directors’ fees and benefits | | | | |
| 2. | To re-elect the director, Mr. Tune Hee Hian | | | | |
| 3. | To re-elect the director, Datuk Ng Bee Ken | | | | |
| 4. | To re-appoint the retiring auditors, Messrs. HLB Ler Lum Chew PLT | | | | |
| 5. | Authority to allot shares | | | | |
| 6. | Retention of Datuk Ng Bee Ken as Independent Director | | | | |
| 7. | Retention of Mr. James Henry Stewart as Independent Director | | | | |

(Please indicate with an “x” in the space provided above on how you wish your vote to be cast. If you do not do so, the proxy will vote or abstain from voting at his/her discretion).

Dated this 2021

Signature/Common Seal

* Strike out whichever is not desired.

Notes:

- For the purpose of determining a member who shall be entitled to attend, speak and vote at the Annual General Meeting, the Company shall be requesting the Record of Depositors as at 13th September 2021. Only a depositor whose name appears on the Record of Depositors as at 13th September 2021 shall be entitled to attend the said meeting or appoint proxies to attend, speak and vote in his/her stead.
- A member entitled to attend, speak and vote at the meeting is entitled to appoint up to two (2) proxies to attend, speak and vote in his/her stead. Where a member appoints two (2) proxies to attend at the same meeting, he/she shall specify the proportions of his/her holdings to be represented by each proxy. All voting will be conducted by way of poll.
- (i) 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.
(ii) 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.
- 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.
- Except for body corporate and nominee accounts, you have the option to register directly at <https://vps.megacorp.com.my/vvA20d> to submit the proxy appointment electronically not later than Saturday, 18th September 2021 at 3.00 p.m. Kindly refer to annexure of the Administrative Notes for further information.
- 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 or email to AGM-support.OpenSys@megacorp.com.my not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.

Fold this flap for sealing

2nd fold here

AFFIX
STAMP

The Company Secretary
OPENSYS (M) BERHAD
c/o Mega Corporate Services Sdn. Bhd.
Level 15-2, Bangunan Faber Imperial Court
Jalan Sultan Ismail
50250 Kuala Lumpur

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