



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 in a virtual manner through live streaming from the Conference Room of Opcom Holdings Berhad at No. 11, Jalan Utas 15/7, 40200 Shah Alam, Selangor Darul Ehsan and online meeting voting provided by Mega Corporate Services Sdn. Bhd. on 20 December 2022 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 ACQUISITION OF 6,500,000 ORDINARY SHARES IN T&J ENGINEERING SDN BHD (“TJE”), REPRESENTING 100% EQUITY INTEREST IN TJE FOR A TOTAL PURCHASE CONSIDERATION OF UP TO RM90.0 MILLION TO BE SATISFIED BY A COMBINATION OF CASH AND NEW ORDINARY SHARES IN OPCOM (“PROPOSED ACQUISITION”)

“THAT, subject to the passing of Ordinary Resolution 2 and the fulfilment of conditions precedent and the approvals of relevant authorities being obtained, where required, approval is hereby given for the Company to acquire 6,500,000 ordinary shares in TJE, representing 100% equity interest in TJE for a purchase consideration of up to RM90.0 million to be satisfied via combination of cash of up to RM27.0 million and the balance of RM63.0 million by issuance of 77,026,531 Opcom Shares (“Consideration Shares”) at an issue price of RM0.8179 each, subject to the conditions and upon the terms set out in the conditional share sale agreement dated 19 September 2022 entered into between the Company and the Vendor in respect of the Proposed Acquisition (“SSA”);

THAT approval is hereby given for the Company to provisionally allot and issue the Consideration Shares in accordance to the terms and conditions of the SSA;

THAT pursuant to Section 85 of the Companies Act, 2016 (“Act”) read together with Article 54 of the Constitution of Opcom, approval be and is hereby given to waive the statutory pre-emptive rights of the shareholders of Opcom to be offered new Opcom Shares ranking equally to the existing issued Opcom Shares arising from issuance of Consideration Shares to the Vendor pursuant to the Proposed Acquisition;

THAT the Consideration Shares shall, upon allotment and issuance, rank pari passu in all respects with the existing Opcom Shares, save and except that they shall not be entitled to any dividends, rights, allotments and/or any other distributions, that may be declared, made or paid prior to the date of issuance and allotment of the Consideration Shares;

AND THAT approval be and is hereby given to the Board of Directors of the Company to sign, execute and deliver on behalf of the Company all necessary documents and to do all acts and things as may be required for or in connection with and to give full effect to and complete the Proposed Acquisition and the allotment and issuance of new Opcom Shares pursuant to the Proposed Acquisition, with full power and discretion to assent to or make any modifications, variations and/or amendments in any manner as may be imposed, required or permitted by the relevant authorities or deemed necessary by the Board, and to take all steps and actions as it may deem necessary or expedient in the best interests of the Company to finalise, implement and give full effect to the Proposed Acquisition.”

ORDINARY RESOLUTION 2

PROPOSED DIVERSIFICATION OF THE BUSINESS ACTIVITIES OF OPCOM AND ITS SUBSIDIARIES TO INCLUDE TELECOMMUNICATION NETWORK INFRASTRUCTURE SOLUTIONS BUSINESS (“PROPOSED DIVERSIFICATION”)

“THAT subject to the passing of Ordinary Resolution 1 and the approvals of relevant authorities and/or parties being obtained, where required, approval is hereby given to Opcom Group to diversify its business activities to include the telecommunication network infrastructure solutions business;

AND THAT approval be and is hereby given to the Board of Directors of the Company to sign, execute and deliver on behalf of the Company all necessary documents and to do all acts and things as may be required for or in connection with and to give full effect to and complete the Proposed Diversification, with full power and discretion to assent to or make any modifications, variations and/or amendments in any manner as may be imposed, required or permitted by the relevant authorities or deemed necessary by the Board, and to take all steps and actions as it may deem necessary or expedient in the best interests of the Company to finalise, implement and give full effect to the Proposed Diversification.”

BY ORDER OF THE BOARD

**NG HENG HOOI (SSM PC No. 202008002923) (MAICSA 7048492)
WONG MEE KIAT (SSM PC No. 202008001958) (MAICSA 7058813)**

Company Secretaries

Kuala Lumpur
5 December 2022

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/mhJCVB>. 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 13 December 2022 (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 VIRTUAL EXTRAORDINARY GENERAL MEETING

DATE & TIME : 20 DECEMBER 2022 AT 2.00 P.M.

BROADCAST VENUE : NO. 11, JALAN UTAS 15/7, 40200 SHAH ALAM, SELANGOR DARUL EHSAN

MODE OF MEETING

In view of the Coronavirus Disease (COVID-19) pandemic and as part of our safety measures, the Extraordinary General Meeting (“**EGM**”) of Opcom Holdings Berhad (“**OPCOM**” or “**the Company**”) will be conducted in a virtual manner through remote participation and electronic voting from the Broadcast Venue.

The Broadcast Venue is strictly for the purpose of complying with Section 327(2) of the Companies Act 2016 which requires the Chairman of the meeting to be present at the main venue of the meeting. Shareholders will not be allowed to physically present at the EGM at the Broadcast Venue on the day of the meeting.

Kindly ensure that you are connected to the internet at all times to participate and vote when our virtual EGM has commenced. The quality of the live webcast is dependent on the bandwidth and stability of the internet connection of the participants.

CIRCULAR

As part of our “Go Green” initiative to help protect the environment for current and future generations, we encourage your support by going paperless. There will be no distribution of physical copies/ CD-ROM of the Circular to shareholders.

The Circular of the Company is available at our website www.opcom.com.my or at Bursa Malaysia’s website www.bursamalaysia.com.

REGISTRATION AND DIGITAL BALLOT FORM (“DBF”) VOTING PROCEDURES

As no shareholders/ proxies should be physically present at the Broadcast Venue. Shareholders/ proxies who wish to participate in the EGM will have to register online via the link and participate remotely. Kindly follow the steps below to ensure that you can obtain your DBF and details to log in to the Live Streaming session to participate in 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/mhJCVB>; or
- ii. Scan the QR Code



* Only shareholders are allowed to register their details online. Shareholders can also appoint a proxy/ Chairman 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 of appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposed to vote or, 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 verifying 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 Rule 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/ Tablet). The DBF itself is self-explanatory. Please carefully read the instructions in the email from the 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 their 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 (“**ROD**”) for the EGM is 13 December 2022. As such, only shareholders whose name appears in the ROD of OPCOM as of 13 December 2022 shall be entitled to attend the EGM and to participate, speak and vote thereat.

NO REFRESHMENTS/ VOUCHERS/DOOR GIFTS

There will be no refreshments/ vouchers/ door gifts for shareholders/proxies who participate in the EGM of the Company.

UPDATING OF INFORMATION

Shareholders are encouraged to update personal particulars in the central depository securities accounts (CDS) maintained with Bursa Malaysia Depository Sdn. Bhd. with handphone number and electronic mail (email) address, if any, for convenience of receiving notices/ documents sent via electronic means.

COMMUNICATION GUIDANCE

Shareholders are reminded to monitor the company’s website and announcements made to Bursa Malaysia Securities Berhad for any changes to EGM.

ENQUIRY

If you have any general queries prior to the EGM, please contact the Poll Administrator during office hours (Monday to Friday):

Poll Administrator

Mega Corporate Services Sdn. Bhd.
Level 15-2, Bangunan Faber Imperial Court
Jalan Sultan Ismail
50250 Kuala Lumpur
Wilayah Persekutuan
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+60 (12) 912 2734 / +60 (18) 322 9220
Email: EGM-support.OPCOM@megacorp.com.my