



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 Friday, 1 December 2023 at 9:00 a.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 5,390,000 ORDINARY SHARES IN TRANSGRID VENTURES SDN BHD ("TVSB"), REPRESENTING 49.0% EQUITY INTEREST IN TVSB FOR A TOTAL PURCHASE CONSIDERATION OF UP TO RM98.0 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 5,390,000 ordinary shares in TVSB, representing 49% equity interest in TVSB for a purchase consideration of up to RM98.0 million to be satisfied via combination of cash of up to RM49.0 million and the balance of RM49.0 million by issuance of 62,941,554 Opcom Shares ("Consideration Shares") at an issue price of RM0.7785 each, subject to the conditions and upon the terms set out in the conditional share sale agreement dated 1 August 2023 entered into between the Company and Datin Sri M Saraswathy A/P Manikum ("**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 POWER GENERATION AND TRANSMISSION BUSINESSES ("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 power generation and transmission businesses;

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."

ORDINARY RESOLUTION 3

PROPOSED RENEWAL OF EXISTING SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE; AND PROPOSED NEW SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE

"THAT subject to the provisions of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad, the Company and/or its subsidiaries ("**Group**") be and are hereby authorised to enter into and give effect to the recurrent related party transactions of a revenue or trading nature with the related parties as set out in Section 2.3 of Part C of the Circular to the Shareholders dated 9 November 2023, provided that such transactions are necessary for day-to-day operations and are carried out in the ordinary course of business and at arm's length basis on normal commercial terms which are consistent with the Group's normal business practices and policies and on terms not more favourable to the related parties than those generally available to the public and on terms not to the detriment of the minority shareholders of the Company.

THAT the authority conferred by such mandate shall commence upon the passing of this resolution and continue to be in full force until:-

- the conclusion of the next Annual General Meeting of the Company ("**AGM**") at which time it will lapse, unless the authority is renewed by a resolution passed at the next AGM;
- the expiration of the period within which the next AGM of the Company after that date it is required by law to be held pursuant to Section 340(2) of the Act (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
- revoked or varied by an ordinary resolution passed by the shareholders of Opcom in a general meeting;

whichever is earlier.

AND THAT the Directors of the Company be and are hereby authorised to do all such acts and things as they may consider expedient or necessary (including, without limitation, to execute all such documents and to assent to any conditions, variations and/or amendments) in the interest of the Company to give effect to the transactions contemplated and/or authorised by this mandate."

SPECIAL RESOLUTION 1

PROPOSED CHANGE OF NAME OF THE COMPANY FROM "OPCOM HOLDINGS BERHAD" TO "HEXTAR CAPITAL BERHAD" ("PROPOSED CHANGE OF NAME")

"THAT the name of the Company be and is hereby changed from "Opcom Holdings Berhad" to "Hextar Capital Berhad" effective from the date of issuance of the Notice of Registration of New Name by the Companies Commission of Malaysia to the Company and that the Constitution shall be hereby amended by replacing all references to "Opcom Holdings Berhad" to "Hextar Capital Berhad" subject to and upon issuance of the Notice of Registration of New Name by the Companies Commission of Malaysia;

AND THAT the Directors and/or the company secretary of the Company be and are hereby authorised and empowered to carry out all the necessary steps and formalities in effecting the Proposed Change of Name."

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
9 November 2023

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. Members are advised to refer to the Administrative Guide to the Shareholders 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.*
- 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.*
- 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.*
- 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.*
- 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.*
- 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/sge4Lb>. Kindly refer to the Administrative Guide to the Shareholders for further information.*
- In respect of deposited securities, only a depositor whose name appears on the Record of Depositors on 24 November 2023 (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.*