

**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.**

**If you are in any doubt as to the course of action to be taken, you should consult your stockbroker, bank manager, solicitor, accountant or other professional advisers immediately.**

Bursa Malaysia Securities Berhad takes no responsibility for the contents of this Circular, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this Circular.

This Circular has been reviewed by Hong Leong Investment Bank Berhad as the Principal Adviser to OpenSys (M) Berhad for the Proposed Bonus Issue.



**OPENSYS (M) BERHAD**

[Registration No.: 199501040614 (369818-W)]  
(Incorporated in Malaysia)

**CIRCULAR TO SHAREHOLDERS**

**IN RELATION TO THE**

**PROPOSED BONUS ISSUE OF 148,946,009 NEW ORDINARY SHARES IN OPENSYS (M) BERHAD (“OPENSYS” OR “COMPANY”) (“OPENSYS SHARES”) (“BONUS SHARE(S)”) ON THE BASIS OF ONE (1) BONUS SHARE FOR EVERY TWO (2) EXISTING OPENSYS SHARES HELD ON AN ENTITLEMENT DATE TO BE DETERMINED LATER (“PROPOSED BONUS ISSUE”)**

**AND**

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

*Principal Adviser*



Hong Leong Investment Bank Berhad  
(Registration No. 197001000928 (10209-W))

(A Participating Organisation of Bursa Malaysia Securities Berhad)  
(A Trading Participant of Bursa Malaysia Derivatives Berhad)

The forthcoming Extraordinary General Meeting (“**EGM**”), the notice together with the Proxy Form of which is enclosed in this Circular, will be held fully virtual at the Broadcast Venue at Level 26, Tower A, Pinnacle PJ, Jalan Utara C, 46200 Petaling Jaya, Selangor Darul Ehsan on Monday, 28 September 2020 at 3.00 p.m. or at any adjournment thereof.

If you decide to appoint a proxy or proxies for the virtual EGM, you must complete and lodge the Proxy Form for the EGM, at the Registered Office of the Company at Level 15-2, Bangunan Faber Imperial Court, Jalan Sultan Ismail, 50250 Kuala Lumpur or email to **[EGM-support.OpenSys@megacorp.com.my](mailto:EGM-support.OpenSys@megacorp.com.my)**, not less than forty-eight (48) hours before the time appointed for holding the EGM or at any adjournment thereof. Except for body corporate and nominee accounts, you also have the option to register directly at **<https://vps.megacorp.com.my/an4kSh>** to submit the proxy appointment electronically before the cut-off time stated below. The lodging of the Proxy Form for the EGM will not preclude you from attending and voting at the virtual EGM should you subsequently decide to do so.

Date and time of the EGM : Monday, 28 September 2020 at 3.00 p.m., or at any adjournment thereof

Last date and time for lodging the Proxy Form : Saturday, 26 September 2020 at 3.00 p.m.

This Circular is dated 10 September 2020

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## DEFINITIONS

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Except where the context otherwise requires, the following definitions shall apply throughout this Circular:

|                              |   |
|------------------------------|---|
| Act                          | : Companies Act 2016  |
| Application Date             | : The listing application dated 26 August 2020 in relation to the Proposed Bonus Issue  |
| Board                        | : Board of Directors of OpenSys   |
| Bonus Share(s)               | : 148,946,009 new OpenSys Shares to be issued pursuant to the Proposed Bonus Issue  |
| Bursa Depository             | : Bursa Malaysia Depository Sdn Bhd   |
| Bursa Securities             | : Bursa Malaysia Securities Berhad  |
| Circular                     | : This Circular dated 10 September 2020 in relation to the Proposed Bonus Issue   |
| EGM                          | : Extraordinary General Meeting   |
| Entitled Shareholders        | : Shareholders whose names appear on OpenSys' Record of Depositors as at 5:00 p.m. on the Entitlement Date  |
| Entitlement Date             | : A date to be determined by our Board and announced later in which the names of our shareholders must appear in our Record of Depositors as at 5:00 p.m. in order to be entitled to the Bonus Shares |
| EPS                          | : Earnings per Share  |
| FYE                          | : Financial year ended / financial year ending (where applicable)   |
| HLIB or Principal Adviser    | : Hong Leong Investment Bank Berhad   |
| Listing Requirements         | : ACE Market Listing Requirements of Bursa Securities   |
| LPD                          | : 14 August 2020, being the latest practicable date prior to the printing of this Circular  |
| NA                           | : Net assets  |
| OpenSys or Company           | : OpenSys (M) Berhad  |
| OpenSys Group or Group       | : OpenSys and its subsidiaries, collectively  |
| OpenSys Share(s) or Share(s) | : Ordinary shares in OpenSys  |
| Proposed Bonus Issue         | : Proposed bonus issue of 148,946,009 Bonus Shares on the basis of one (1) Bonus Share for every two (2) existing OpenSys Shares held on the Entitlement Date   |
| Record of Depositors         | : The record of depositors maintained by Bursa Depository under the Rules of Bursa Depository issued pursuant to the Securities Industry (Central Depositories) Act, 1991                             |
| RM and sen                   | : Ringgit Malaysia and sen, respectively  |
| VWAMP                        | : Volume weighted average market price  |

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## DEFINITIONS (CONT'D)

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All references to “**our Company**” in this Circular are to OpenSys, references to “**our Group**” are to our Company and our subsidiaries, collectively, and references to “**we**”, “**us**”, “**our**” and “**ourselves**” are to our Company, and where the context requires, shall include our subsidiaries.

All references to “**you**” in this Circular are to our shareholders.

Words denoting the singular only shall include the plural and vice versa and words denoting the masculine gender shall, where applicable, include the feminine and neuter genders and vice versa. References to persons shall include corporations, unless otherwise specified.

Any reference to an enactment in this Circular is a reference to that enactment as for the time being amended or re-enacted.

Any reference to the time of day in this Circular is a reference to Malaysian time.

Any discrepancy in the tables included in this Circular between the amounts listed, actual figures and the totals thereof are due to rounding.

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## OPENSYS (M) BERHAD

[Registration No.: 199501040614 (369818-W)]  
(Incorporated in Malaysia)

### Registered Office

Level 15-2,  
Bangunan Faber Imperial Court,  
Jalan Sultan Ismail,  
50250 Kuala Lumpur,  
Malaysia.

10 September 2020

### Board of Directors

James Henry Stewart (*Chairman, Independent Non-Executive Director*)  
Tan Kee Chung (*Executive Director and Group Chief Executive Officer*)  
Chee Hong Soon (*Executive Director*)  
Tune Hee Hian (*Executive Director*)  
Datuk Ng Bee Ken (*Independent Non-Executive Director*)  
Dato' Abdul Manap Bin Abd Wahab (*Independent Non-Executive Director*)

### To: Our shareholders

Dear Sir / Madam,

### PROPOSED BONUS ISSUE

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#### 1. INTRODUCTION

On 24 August 2020, we announced through HLIB that we are proposing to undertake the Proposed Bonus Issue.

On 7 September 2020, we announced through HLIB that Bursa Securities had, via its letter dated 4 September 2020, approved the listing of and quotation for 148,946,009 Bonus Shares on the ACE Market of Bursa Securities, subject to the conditions as set out in **Section 6** of this Circular.

This Circular is to provide you with the details of the Proposed Bonus Issue and to seek your approval for the resolution pertaining to the Proposed Bonus Issue which will be tabled at our forthcoming EGM. We enclose the notice of the forthcoming EGM and the Proxy Form in this Circular.

**PLEASE READ AND CONSIDER CAREFULLY THE CONTENTS OF THIS CIRCULAR TOGETHER WITH THE APPENDIX BEFORE VOTING ON THE RESOLUTION FOR THE PROPOSED BONUS ISSUE TO BE TABLED AT OUR FORTHCOMING EGM.**

#### 2. DETAILS

##### 2.1 Basis and number of Bonus Shares to be issued

The Proposed Bonus Issue involves the issuance of 148,946,009 Bonus Shares on the basis of one (1) Bonus Share for every two (2) existing OpenSys Shares held by our shareholders whose names appear in our Record of Depositors on the Entitlement Date.

As at the LPD, the issued share capital of our Company is RM29,789,202 comprising 297,892,019 OpenSys Shares.

In determining the entitlements under the Proposed Bonus Issue, fractional entitlements, if any, will be dealt with in such manner as our Board in its sole and absolute discretion deems fit and expedient, and in the best interest of our Company.

OpenSys' share price will be adjusted for the Proposed Bonus Issue. For illustrative purposes, based on the daily VWAMP of OpenSys Shares during the past 3-month period before the Application Date, the theoretical ex-bonus share price of OpenSys Shares is as follows:

|  | <u>Before the<br/>Proposed Bonus Issue</u> | <u>After the<br/>Proposed Bonus Issue</u>          |
|--|--|--|
|  | <b>Market price<br/>RM</b>                 | <b>Theoretical ex-bonus<br/>share price<br/>RM</b> |
| 3-month daily VWAMP up to the Application Date | 0.65                                       | <sup>(a)</sup> 0.43                                |

**Note:**

(a) For illustration purposes, the computation for the theoretical ex-bonus share price is as follows:

$$\frac{RM0.65^{\wedge} \times 2 \text{ units of OpenSys Shares}}{2 \text{ units of OpenSys Shares} + 1 \text{ Bonus Share}} = RM0.43$$

<sup>^</sup> Based on 3-month daily VWAMP up to the Application Date.

For illustration purposes, for every 1,000 OpenSys Shares held by our Entitled Shareholders, our Entitled Shareholders' entitlements are as follows:

| <u>No. of OpenSys Shares held</u> | <u>Bonus Shares<br/>entitlement</u> | <u>Total No. of OpenSys Shares held<br/>after the Proposed Bonus Issue</u> |
|-----------------------------------|-------------------------------------|--|
| 1,000                             | 500                                 | <b>1,500</b>   |

The Proposed Bonus Issue is in compliance with Rule 6.31(1A) of the ACE Market Listing Requirements where the share price adjusted for the Proposed Bonus Issue shall not be less than RM0.20 based on the daily VWAMP of OpenSys Shares during the past 3-month period before the application date.

The Proposed Bonus Issue will not be implemented in stages over a period of time.

## 2.2 No capitalisation of reserves

Under the Act, a bonus issue can be undertaken either:

- (i) by way of capitalisation of the retained earnings/accumulated profits of a company; or
- (ii) without capitalisation, where a company may issue and allot the bonus shares at nil consideration.

Given the above and the rationale of the Proposed Bonus Issue as set out in **Section 3** of this Circular, our Board has resolved that the Bonus Shares shall be issued as fully paid shares at nil consideration, without any capitalisation from our Company's reserves.

The Proposed Bonus Issue will increase the number of OpenSys Shares in issue but will not increase the value of our issued share capital.

### 2.3 Ranking of the Bonus Shares

The Bonus Shares will upon allotment and issue, rank equally in all respects with the then existing issued OpenSys Shares.

### 2.4 Listing of and quotation for the Bonus Shares

Approval has been obtained from Bursa Securities via its letter dated 4 September 2020 for the listing of and quotation for the Bonus Shares to be issued pursuant to the Proposed Bonus Issue on the ACE Market of Bursa Securities.

The Bonus Shares will be listed and quoted on the ACE Market of Bursa Securities on the next market day after the Entitlement Date.

## 3. RATIONALE

After due consideration, our Board is of the view that the Proposed Bonus Issue is the most appropriate avenue of rewarding our existing shareholders while at the same time enhancing our Company's capital base, as the Proposed Bonus Issue will:

- (i) reward our existing shareholders for their continuous support;
- (ii) enlarge the number of ordinary shares in our Company held by our existing shareholders, without increasing the percentage of equity interest held; and
- (iii) enhance the marketability and trading liquidity of OpenSys Shares on the ACE Market of Bursa Securities.

In addition, the implementation of the Proposed Bonus Issue without capitalisation of our Company's reserves is not expected to affect our Company's reserves and the total net assets.

## 4. EFFECTS

### 4.1 Issued share capital

The proforma effects of the Proposed Bonus Issue on our Company's issued share capital are as follows:

|   | <b>No. of<br/>OpenSys<br/>Shares</b> | <b>RM</b>         |
|---|--------------------------------------|-------------------|
| As at the LPD   | 297,892,019                          | 29,789,202        |
| Bonus Shares to be issued   | 148,946,009                          | -                 |
| <b>Enlarged issued share capital after the Proposed Bonus Issue</b> | <b>446,838,028</b>                   | <b>29,789,202</b> |

## 4.2 NA, NA per OpenSys Share and gearing

The proforma effects of the Proposed Bonus Issue on the NA, NA per OpenSys Share and gearing of our Group are as follows:

|   | Audited<br>as at<br>31 December 2019 | (I)<br>After<br>adjustment for<br>subsequent<br>events | (II)<br>After (I) and<br>Proposed<br>Bonus Issue |
|---|--------------------------------------|--|--|
|   | RM                                   | RM   | RM   |
| Share capital                                       | 29,789,202                           | 29,789,202   | 29,789,202                                       |
| Retained earnings                                   | 34,226,262                           | <sup>(a)</sup> 31,247,335                              | <sup>(b)</sup> 31,147,335                        |
| <b>NA attributable to the owners of our Company</b> | <b>64,015,464</b>                    | <b>61,036,537</b>                                      | <b>60,936,537</b>                                |
| Number of OpenSys Shares in issue                   | 297,892,019                          | 297,892,019  | 446,838,028                                      |
| NA per OpenSys Share (RM) <sup>(c)</sup>            | 0.21                                 | 0.20   | 0.14   |
| Total borrowings                                    | 18,728,500                           | 18,728,500   | 18,728,500                                       |
| Gearing (times) <sup>(d)</sup>                      | 0.29                                 | 0.31   | 0.31   |

### Notes:

(a) The subsequent events take into consideration the dividend payment as follows:

| <u>Date of Declaration</u> | <u>Type of Dividend</u> | <u>Dividend per<br/>OpenSys Share</u> | <u>Payment Date</u> | <u>Total Amount</u> |
|----------------------------|-------------------------|---------------------------------------|---------------------|---------------------|
| 24 February 2020           | First interim dividend  | RM0.005                               | 13 April 2020       | RM1,489,464         |
| 18 May 2020                | Second interim dividend | RM0.0025                              | 13 July 2020        | RM744,733           |
| 24 August 2020             | Third interim dividend  | RM0.0025                              | 28 September 2020   | RM744,730           |
| <b>Total</b>               |                         |                                       |                     | <b>RM2,978,927</b>  |

(b) After taking into consideration the incidental expenses of approximately RM100,000 in relation to the Proposed Bonus Issue.

(c) Calculated based on the NA attributable to the owners of our Company divided by the total number of OpenSys Shares.

(d) Calculated based on the total borrowings divided by NA attributable to the owners of our Company.

## 4.3 Substantial shareholders' shareholdings

The proforma effects of the Proposed Bonus Issue on the shareholdings of the substantial shareholders of our Company are as follows:

| Substantial<br>Shareholders | As at the LPD               |       |                             |      | After the Proposed Bonus Issue |       |                             |      |
|-----------------------------|-----------------------------|-------|-----------------------------|------|--------------------------------|-------|-----------------------------|------|
|                             | Direct                      |       | Indirect                    |      | Direct                         |       | Indirect                    |      |
|                             | No. of<br>OpenSys<br>Shares | %     | No. of<br>OpenSys<br>Shares | %    | No. of<br>OpenSys<br>Shares    | %     | No. of<br>OpenSys<br>Shares | %    |
| Tan Kee Chung               | 63,355,095                  | 21.27 | -                           | -    | 95,032,642                     | 21.27 | -                           | -    |
| Brahmal Vasudevan           | 2,500,000                   | 0.84  | <sup>(a)</sup> 21,500,000   | 7.22 | 3,750,000                      | 0.84  | <sup>(a)</sup> 32,250,000   | 7.22 |
| Alaka Holdings Ltd          | 21,500,000                  | 7.22  | -                           | -    | 32,250,000                     | 7.22  | -                           | -    |

### Note:

(a) Deemed interested by virtue of his interest in Alaka Holdings Ltd pursuant to Section 8 of the Act.



#### 4.4 Earnings and EPS

The Proposed Bonus Issue is not expected to have any material effect on the earnings of our Group for the FYE 31 December 2020. However, our Group's EPS will be proportionately diluted as a result of the increase in the number of OpenSys Shares in issue upon the completion of the Proposed Bonus Issue.

#### 4.5 Convertible securities

As at the LPD, our Company does not have any convertible securities.

### 5. HISTORICAL SHARE PRICES

The monthly high and low market prices of OpenSys Shares traded on the ACE Market of Bursa Securities for the past 12 months preceding the date of this Circular are as follows:

|                    | <u>High</u> | <u>Low</u> |
|--------------------|-------------|------------|
|                    | RM          | RM         |
| <b><u>2019</u></b> |             |            |
| September          | 0.355       | 0.320      |
| October            | 0.360       | 0.325      |
| November           | 0.410       | 0.355      |
| December           | 0.385       | 0.360      |
| <b><u>2020</u></b> |             |            |
| January            | 0.375       | 0.350      |
| February           | 0.450       | 0.340      |
| March              | 0.455       | 0.260      |
| April              | 0.390       | 0.305      |
| May                | 0.385       | 0.350      |
| June               | 0.785       | 0.365      |
| July               | 0.850       | 0.695      |
| August             | 1.320       | 0.580      |

The last transacted market price of OpenSys Shares on 21 August 2020 (being the last trading day prior to the announcement of the Proposed Bonus Issue) RM1.09

The last transacted market price of OpenSys Shares as at the LPD RM0.67

*(Source: Bloomberg)*

## **6. APPROVALS REQUIRED**

The Proposed Bonus Issue is subject to the following approvals being obtained:

- (i) Bursa Securities for the listing of and quotation for the Bonus Shares on the ACE Market of Bursa Securities, which was obtained via its letter dated 4 September 2020, subject to the following conditions:
  - (a) OpenSys and HLIB must fully comply with the relevant provisions under the Listing Requirements pertaining to the implementation of the Proposed Bonus Issue;
  - (b) OpenSys and HLIB to inform Bursa Securities upon the completion of the Proposed Bonus Issue;
  - (c) OpenSys to furnish Bursa Securities with a written confirmation of its compliance with the terms and conditions of Bursa Securities' approval once the Proposed Bonus Issue is completed; and
  - (d) OpenSys and HLIB are required to make the relevant announcements pursuant to Rules 6.36(2)(a) & (b) and 6.36(4) of the Listing Requirements;
- (ii) our shareholders at our forthcoming EGM for the Proposed Bonus Issue; and
- (iii) any other relevant authorities, if required.

The Proposed Bonus Issue is not conditional upon any other corporate exercise undertaken or to be undertaken by our Company.

## **7. INTERESTS OF DIRECTORS, MAJOR SHAREHOLDERS AND/OR PERSONS CONNECTED WITH THEM**

None of the Directors and major shareholders of our Company and/or persons connected with them has any interest, whether direct or indirect, in the Proposed Bonus Issue other than their respective entitlements as shareholders of our Company.

## **8. DIRECTORS' RECOMMENDATION**

After having considered all aspects of the Proposed Bonus Issue, including the rationale as set out in **Section 3** of this Circular, our Board is of the opinion that the Proposed Bonus Issue is in our best interest.

Accordingly, our Board recommends that you vote in favour of the resolution in relation to the Proposed Bonus Issue to be tabled at our forthcoming EGM.

## **9. CORPORATE EXERCISES ANNOUNCED BUT PENDING COMPLETION**

As at the date of this Circular, we do not have any outstanding corporate proposals that have been announced but pending completion, save for the Proposed Bonus Issue.

## 10. ESTIMATED TIME FRAME FOR COMPLETION

Barring any unforeseen circumstances and subject to all the required approvals being obtained, we expect the Proposed Bonus Issue to be completed by the fourth quarter of 2020.

The tentative timeline for the implementation of the Proposed Bonus Issue is as follows:

| <u>Events</u>                          | <u>Tentative timeline</u> |
|--|---------------------------|
| EGM                                    | 28 September 2020         |
| Announcement of the Entitlement Date   | 28 September 2020         |
| Entitlement Date                       | 13 October 2020           |
| Completion of the Proposed Bonus Issue | 14 October 2020           |

## 11. EGM

Our forthcoming EGM, the notice of which is enclosed in this Circular will be held fully virtual at the Broadcast Venue at Level 26, Tower A, Pinnacle PJ, Jalan Utara C, 46200 Petaling Jaya, Selangor Darul Ehsan on Monday, 28 September 2020 at 3.00 p.m. or any adjournment thereof, for the purpose of considering, and if though fit, passing the resolution so as to give effect to the Proposed Bonus Issue.

If you are unable to attend and vote at the virtual EGM, you may complete, sign and return the enclosed Proxy Form in accordance with the instructions printed therein as soon as possible and in any event so as to arrive at our registered office at Level 15-2, Bangunan Faber Imperial Court, Jalan Sultan Ismail, 50250 Kuala Lumpur or email to [EGM-support.OpenSys@megacorp.com.my](mailto:EGM-support.OpenSys@megacorp.com.my) not less than forty-eight (48) hours before the time fixed for the EGM. Except for body corporate and nominee accounts, you also have the option to register directly at <https://vps.megacorp.com.my/an4kSh> to submit the proxy appointment electronically before the cut-off time.

The lodging of the Proxy Form does not preclude you from attending and voting at our forthcoming virtual EGM should you subsequently decide to do so.

## 12. FURTHER INFORMATION

You are advised to refer to the attached appendix of this Circular for further information.

Yours faithfully,  
For and on behalf of the Board of  
**OPENSYS (M) BERHAD**

**TAN KEE CHUNG**  
Executive Director and Group Chief Executive Officer

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**ADDITIONAL INFORMATION**

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**1. DIRECTORS' RESPONSIBILITY STATEMENT**

Our Directors have seen and approved this Circular and they collectively and individually accept full responsibility for the accuracy of the information given in this Circular. They confirm that after making all reasonable enquiries and to the best of their knowledge and belief, there are no false or misleading statements or other facts, the omission of which would make any statement in this Circular misleading.

**2. CONSENTS AND CONFLICT OF INTERESTS**

HLIB, being our Principal Adviser for the Proposed Bonus Issue, has given and has not subsequently withdrawn its consent to the inclusion in this Circular of its name and all references to it, in the form and context in which they appear.

HLIB confirms that it is not aware of any conflict of interest which exists or is likely to exist in its capacity as our Principal Adviser for the Proposed Bonus Issue.

**3. MATERIAL LITIGATION**

As at the LPD, our Group is not engaged in any material litigation, claim or arbitration, either as plaintiff or defendant, which has a material effect on the financial position or business of our Group. Our Board is not aware of any proceedings, pending or threatened against our Group, or of any facts likely to give rise to any proceedings which might materially and adversely affect the financial position or business of our Group.

**4. MATERIAL COMMITMENTS AND CONTINGENT LIABILITIES****4.1 Material commitments**

As at the LPD, our Board is not aware of any material commitments contracted or known to be contracted by our Group which may have a material impact on the financial position of our Group.

**4.2 Contingent liabilities**

As at the LPD, our Board is not aware of any contingent liabilities which, upon becoming enforceable, may have a material impact on the financial position of our Company.

**5. DOCUMENTS AVAILABLE FOR INSPECTION**

Copies of the following documents are available for inspection during normal business hours at our registered office at Level 15-2, Bangunan Faber Imperial Court, Jalan Sultan Ismail, 50250 Kuala Lumpur, from Monday to Friday (except for public holidays) from the date of this Circular up to and including the date of the EGM:

- (i) our Constitution;
- (ii) our audited consolidated financial statements for the FYE 31 December 2018 and FYE 31 December 2019;
- (iii) our unaudited quarterly results for the 6-month financial period ended 30 June 2020; and
- (iv) the letter of consent referred to in **Section 2** of this Appendix.



## OPENSYS (M) BERHAD

[Registration No.: 199501040614 (369818-W)]  
(Incorporated in Malaysia)



### NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** an Extraordinary General Meeting (“**EGM**”) of OpenSys (M) Berhad (“**OpenSys**” or “**Company**”) will be held fully virtual at the Broadcast Venue at Level 26, Tower A, Pinnacle PJ, Jalan Utara C, 46200 Petaling Jaya, Selangor Darul Ehsan on Monday, 28 September 2020 at 3.00 p.m. or any adjournment thereof, for the purpose of considering and if thought fit, passing with or without modifications the following resolution:

#### ORDINARY RESOLUTION

**PROPOSED BONUS ISSUE OF 148,946,009 NEW ORDINARY SHARES IN OPENSYS (“OPENSYS SHARES”) (“BONUS SHARE(S)”) ON THE BASIS OF ONE (1) BONUS SHARE FOR EVERY TWO (2) EXISTING OPENSYS SHARES HELD IN OPENSYS ON AN ENTITLEMENT DATE TO BE DETERMINED LATER (“PROPOSED BONUS ISSUE”)**

“**THAT**, subject to the approvals of all relevant authorities being obtained:

- (a) the Proposed Bonus Issue as set out in the circular to shareholders of the Company dated 10 September 2020 (“**Circular**”), be and is hereby approved;
- (b) the Board of Directors of the Company (“**Board**”) be and is hereby empowered and authorized to allot and issue 148,946,009 new OpenSys Shares in the share capital of the Company on the basis of one (1) Bonus Share for every two (2) existing OpenSys Shares held on an entitlement date to be determined later;

**THAT**, the Bonus Shares shall, upon allotment and issuance, rank equally in all respects with the then existing issued OpenSys Shares, except that, the Bonus Shares will not be entitled to any dividends, rights, allotments and/or other distributions unless such Bonus Shares are issued on or prior to the entitlement date of such dividends, rights, allotments and/or other distributions;

**AND THAT**, the Board be and is hereby authorized to sign and execute all documents to give effect to the Proposed Bonus Issue with full power to assent to any conditions, modifications, variations and/or amendments in any manner as may be required or imposed by the relevant authorities and to take all steps and do all acts and things in the manner as the Board may consider necessary or expedient in order to implement, finalize and give full effects to the Proposed Bonus Issue.”

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

Kuala Lumpur  
10 September 2020

**Notes:**

1. *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 at the main venue. **No shareholders/proxies** from the public will be physically present at the meeting venue. Shareholders who wish to participate the EGM will therefore have to register via the link <https://vps.megacorp.com.my/an4kSh>. Kindly refer to the annexure of the Administrative Guide for further information.*
2. *For the purpose of determining a member who shall be entitled to attend, speak and vote at the meeting, the Company shall be requesting the Record of Depositors as at 18 September 2020. Only a depositor whose name appears on the Record of Depositors as at 18 September 2020 shall be entitled to attend the meeting or appoint proxies to attend, speak and vote on 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 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 authorized 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 authorized nominee may appoint in respect of each omnibus account it holds.*
5. *If the appointer is a corporation, this form must be executed under its Common Seal or under the hand of its attorney duly authorized.*
6. *Except for body corporate and nominee accounts, you have the option to register directly at <https://vps.megacorp.com.my/an4kSh> to submit the proxy appointment electronically not later than Saturday, 26 September 2020 at 3.00 p.m. Kindly refer to annexure of the Administrative Guide for further information.*
7. *All Proxy Form 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 [EGM-support.OpenSys@megacorp.com.my](mailto:EGM-support.OpenSys@megacorp.com.my) not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.*

**IMPORTANT NOTICE:**

You are requested to read and adhere to the Administrative Guide issued which is sent together with this Notice of EGM. Members are also reminded to monitor the Company's website and announcements from time to time for any changes to the EGM arrangements.



## OPENSYS (M) BERHAD

[Registration No.: 199501040614 (369818-W)]  
(Incorporated in Malaysia)



### ADMINISTRATIVE GUIDE

#### Extraordinary General Meeting (“EGM”)

|                        |  |
|------------------------|--|
| <b>Day &amp; Date</b>  | : Monday, 28 September 2020  |
| <b>Time</b>            | : 3.00 p.m.  |
| <b>Broadcast Venue</b> | : Level 26, Tower A, Pinnacle PJ, Jalan Utara C, 46200 Petaling Jaya, Selangor Darul Ehsan |

### MEASURES TO MINIMISE RISKS OF COVID-19 INFECTION

In view of the Coronavirus Disease (COVID-19) pandemic and as part of our safety measures, the Extraordinary General Meeting (“EGM”) of OpenSys (M) Berhad (“OpenSys” or “Company”) will be conducted on a fully virtual basis through remote participation and electronic voting from the Broadcast Venue (“Online EGM”). This is in line with the Guidance Notes on the Conduct of General Meetings for the Listed Issuers issued by the Securities Commission Malaysia on 18 April 2020 and subsequently revised on 14 May 2020 and 11 June 2020.

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 in person at the Broadcast Venue on the day of the meeting.

### DIGITAL BALLOT FORM (“DBF”)

1. No shareholders should be physically present at the Broadcast Venue. Shareholders who wish to participate the EGM will therefore have to do so remotely. Pre-registration of attendance is required via the link <https://vps.megacorp.com.my/an4kSh> and submit all the details requested at least forty-eight (48) hours before the time of the EGM. After registration is validated and accepted, shareholders will be sent an email with a link to grant access to the DBF.
2. As a shareholder/proxy, you can register online to participate in the EGM. Kindly follow the steps below to ensure that you are able to obtain your DBF and details to log in to the Webinar session to participate at the EGM online.
3. Shareholders can also appoint proxies or Chairman of the meeting as proxy via online, as in Step 1 above. Please ensure that your details are accurate as any non-compliance may result in you not being able to receive your DBF.
4. Alternatively, you may deposit your duly completed Proxy Form at the Registered Office of the Company at Level 15-2, Bangunan Faber Imperial Court, Jalan Sultan Ismail, 50250 Kuala Lumpur, Wilayah Persekutuan or submit via email at [EGM-support.OpenSys@megacorp.com.my](mailto:EGM-support.OpenSys@megacorp.com.my) not less than forty-eight (48) hours before the time of holding the EGM.
5. For body corporate or nominee accounts, please deposit duly completed Proxy Form at the Registered Office of the Company at Level 15-2, Bangunan Faber Imperial Court, Jalan Sultan Ismail, 50250 Kuala Lumpur, Wilayah Persekutuan or submit via email at [EGM-support.OpenSys@megacorp.com.my](mailto:EGM-support.OpenSys@megacorp.com.my). Thereafter, the Poll Administrator, Mega Corporate Services Sdn. Bhd. will email a copy of your DBF to you once they have verified your details.
6. Registered shareholders OR proxies would receive 2 emails:
  - a. Webinar session link (to join the virtual meeting)
    - i. Email from **Webinar Master**
      - a. *To join the Virtual Meeting Session*
  - b. DBF - for remote voting purposes.
    - a. *Email from [EGM-support.OpenSys@megacorp.com.my](mailto:EGM-support.OpenSys@megacorp.com.my)*

## **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 IT Solutions PLT as Scrutineers to verify the poll results.

For the purpose of this EGM, e-voting will be carried out via your digital devices (e.g. Computer/Mobile Phone/Tablets). The DBF itself is self-explanatory. Please read the instructions carefully on the email from **Webinar Master** and [EGM-support.OpenSys@megacorp.com.my](mailto:EGM-support.OpenSys@megacorp.com.my) to familiarize yourself with the steps needed to exercise your rights at the AGM.

Shareholders or 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 will announce the results of the resolutions.

## **GENERAL MEETING RECORD OF DEPOSITORS**

For the purpose of determining who shall be entitled to attend the EGM, the Company will be requesting Bursa Malaysia Depository Sdn. Bhd. to issue a General Meeting Record of Depositors as at 18 September 2020 and only a depositor whose name appears on such Record of Depositors shall be entitled to attend, participate, speak and vote at the EGM.

## **NO RECORDING**

No recording of the EGM proceedings is allowed without the prior written permission of the Company.

## **NO REFRESHMENTS AND NO DOOR GIFTS**

There will be no distribution of refreshments and door gifts for the EGM of the Company.

## **EGM ENQUIRY**

For any enquiry prior to the EGM, please contact the Poll Administrator during office hours (Monday to Friday):

**Mega Corporate Services Sdn Bhd**  
**Level 15-2, Bangunan Faber Imperial Court**  
**Jalan Sultan Ismail**  
**50250 Kuala Lumpur**  
**Tel No.: +603 - 2692 4271**  
**Email: [EGM-support.OpenSys@megacorp.com.my](mailto:EGM-support.OpenSys@megacorp.com.my)**

### **Person in Charge:**

- Alfred John
- Vinoo





## OPENSYS (M) BERHAD

[Registration No.: 199501040614 (369818-W)]  
(Incorporated in Malaysia)



| No. of Shares Held | CDS Account No. | Shareholder's Contact No. |
|--------------------|-----------------|---------------------------|
|                    |                 |                           |

### PROXY FORM

\*I/We, \_\_\_\_\_  
(full name in block letters)

NRIC/Passport/Registration No.: \_\_\_\_\_ of \_\_\_\_\_

\_\_\_\_\_ (full address)

being a member(s) of OPENSYS (M) BERHAD, hereby appoint:

1) Name of Proxy: \_\_\_\_\_ NRIC/Passport No.: \_\_\_\_\_

Address: \_\_\_\_\_

Email: \_\_\_\_\_ Tel: \_\_\_\_\_ Percentage of Shares Represented: \_\_\_\_\_ %

or failing him/her,

2) Name of Proxy: \_\_\_\_\_ NRIC/Passport No.: \_\_\_\_\_

Address: \_\_\_\_\_

Email: \_\_\_\_\_ Tel: \_\_\_\_\_ Percentage of Shares Represented: \_\_\_\_\_ %

or failing him/her, the Chairman of the Meeting, as my/our proxy, to vote for me/us, and on my/our behalf at the Extraordinary General Meeting ("EGM") of the Company to be conducted fully virtual at the Broadcast Venue at Level 26, Tower A, Pinnacle PJ, Jalan Utara C, 46200 Petaling Jaya, Selangor Darul Ehsan on Monday, 28 September 2020 at 3.00 p.m. or at any adjournment thereof.

Please indicate with "X" in the space provided below on how you wish to cast your vote. If no specific instruction as to voting is given, the proxy will vote or abstain from voting at his/her discretion.

| ORDINARY RESOLUTION  | FOR | AGAINST |
|----------------------|-----|---------|
| Proposed Bonus Issue |     |         |

Signed on this \_\_\_\_\_ day of \_\_\_\_\_ 2020

\_\_\_\_\_  
Signature of Member / Common Seal



**Notes:**

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Fold this flap for sealing

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Then fold here

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AFFIX  
STAMP

The Companies Secretaries  
**OPENSYS (M) BERHAD**  
[Registration No.: 199501040614 (369818-W)]  
Level 15-2  
Bangunan Faber Imperial Court  
Jalan Sultan Ismail  
50250 Kuala Lumpur

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## OPENSYS (M) BERHAD

[Registration No.: 199501040614 (369818-W)]  
(Incorporated in Malaysia)

### Registered Office

Level 15-2,  
Bangunan Faber Imperial Court,  
Jalan Sultan Ismail,  
50250 Kuala Lumpur,  
Malaysia.

10 September 2020

### To: Our shareholders

Dear Sir / Madam,

### ADDENDUM TO CIRCULAR TO SHAREHOLDERS DATED 10 SEPTEMBER 2020 (“CIRCULAR”) IN RELATION TO THE PROPOSED BONUS ISSUE

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*All terms used herein shall have the same meanings as those set out in the Circular unless otherwise stated.*

We refer to our Circular to shareholders dated 10 September 2020 in relation to the Proposed Bonus Issue.

On behalf of the Board, HLIB wishes to inform that the following parts of the Circular are, by this Addendum, amended and taken to be read as shown herein instead of as printed in the Circular. For ease of reference, all additions to the relevant sections of the Circular are underlined and in bold. All deletions to the relevant sections of the Circular are shown in strikethrough text.

### SECTION 6 OF THE CIRCULAR - APPROVAL REQUIRED

The Proposed Bonus Issue is subject to the following approvals being obtained:

- (i) Bursa Securities for the listing of and quotation for the Bonus Shares on the ACE Market of Bursa Securities, which was obtained via its letter dated 4 September 2020, subject to the following conditions:

| <u>No.</u> | <u>Conditions</u>   | <u>Status of compliance</u>   |
|------------|---|-------------------------------|
| (a)        | OpenSys and HLIB must fully comply with the relevant provisions under the Listing Requirements pertaining to the implementation of the Proposed Bonus Issue;                                  | <b><u>Noted.</u></b>          |
| (b)        | OpenSys and HLIB to inform Bursa Securities upon the completion of the Proposed Bonus Issue;  | <b><u>To be complied.</u></b> |
| (c)        | OpenSys to furnish Bursa Securities with a written confirmation of its compliance with the terms and conditions of Bursa Securities' approval once the Proposed Bonus Issue is completed; and | <b><u>To be complied.</u></b> |
| (d)        | OpenSys and HLIB are required to make the relevant announcements pursuant to Rules 6.36(2)(a) & (b) and 6.36(4) of the Listing Requirements;  | <b><u>To be complied.</u></b> |

**SECTION 7 OF THE CIRCULAR - INTERESTS OF DIRECTORS, MAJOR SHAREHOLDERS, CHIEF EXECUTIVE AND/OR PERSONS CONNECTED WITH THEM**

Section 7 on page 6 shall read as follows:

None of the Directors, major shareholders, **chief executive** of our Company and/or persons connected with them has any interest, whether direct or indirect, in the Proposed Bonus Issue other than their respective entitlements as shareholders of our Company.

**APPENDIX I, SECTION 4.1 OF THE CIRCULAR - MATERIAL COMMITMENTS**

Appendix I, Section 4.1 on page 8 shall read as follow:

**Material commitments**

As at the LPD, our Board is not aware of any material commitments ~~contracted or known to be contracted~~ **incurred or known to be incurred** by our Group which may have a material impact on the financial position of our Group.

**APPENDIX I, SECTION 4.2 OF THE CIRCULAR - CONTINGENT LIABILITIES**

Appendix I, Section 4.2 on page 8 shall read as follow:

**Contingent liabilities**

As at the LPD, our Board is not aware of any contingent liabilities **incurred or known to be incurred by our Group** which, upon becoming enforceable, may have a material impact on the financial position of our Company.

Save for the above, all other information as contained in the Circular remains unchanged.

We apologise for any inconvenience caused.

Yours faithfully  
For and on behalf of the Board  
**OPENSYS (M) BERHAD**

**TAN KEE CHUNG**  
Executive Director and Group Chief Executive Officer

10 September 2020