



OPENSYS (M) BERHAD

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

NOTICE OF ANNUAL GENERAL MEETING

The Notice of the Annual General Meeting (“AGM”) of the Company to be held at Atlanta Ballroom, Level 3, Hotel Armada Petaling Jaya, Lot 6, Lorong Utara C, Seksyen 52, 46200 Petaling Jaya, Selangor Darul Ehsan on Wednesday, 12th August 2020 at 3.00 p.m or at any adjournment thereof, together with the Administrative Guide and Form of Proxy are set out in this Notice.

If you decide to appoint a proxy or proxies for the AGM, you must complete 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, 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 in person at the meeting should you subsequently decide to do so.

Date and time of the AGM : Wednesday, 12th August 2020 at 3.00 p.m., or at any adjournment thereof

Last date and time for lodging the Form of Proxy : Monday, 10th August 2020 at 3.00 p.m.

This Notice is dated 22nd July 2020

www.myopensys.com



22 July 2020

Dear Shareholders,

OPENSYS (M) BERHAD
Annual General Meeting 2020

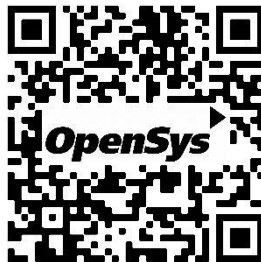
We are pleased to inform that OpenSys (M) Berhad (“OpenSys” or “the Company”) will convene the Twenty-fourth Annual General Meeting of the Company on Wednesday, 12th August 2020 at Atlanta Ballroom, Level 3, Hotel Armada Petaling Jaya, Lot 6, Lorong Utara C, Seksyen 52, 46200 Petaling Jaya, Selangor Darul Ehsan at 3:00 p.m.

Members who are eligible but not available to the AGM, may appoint proxy to attend instead.

We attach herewith the following for your kind attention:-

- i) Notice of Twenty-fourth AGM
- ii) Administrative Guide
- iii) Proxy Form

The Annual Report 2019 was duly despatched on 29 May 2020. Kindly download from Bursa website at www.bursamalaysia.com or by scanning the QR code with your smart device:-



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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NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Twenty-fourth Annual General Meeting of the Company will be held at Atlanta Ballroom, Level 3, Hotel Armada Petaling Jaya, Lot 6, Lorong Utara C, Seksyen 52, 46200 Petaling Jaya, Selangor Darul Ehsan on Wednesday, 12th August 2020 at 3.00 p.m. for the following purposes:-

AGENDA

AS ORDINARY BUSINESS

1. To receive the Audited Financial Statements for the financial year ended 31st December 2019 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 RM181,500 for the period from 1st July 2020 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). Chee Hong Soon Clause 78 **(ORDINARY RESOLUTION 2)**
 - ii). Dato' Abdul Manap bin Abd Wahab Clause 78 **(ORDINARY RESOLUTION 3)**
4. To re-appoint Messrs. 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 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 22nd July 2020

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 6th August 2020. Only a depositor whose name appears on the Record of Depositors as at 6th August 2020 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 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. *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 not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.*
7. *Explanatory notes on Special Business*

- 7.1 *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 12 June 2019.

- 7.2 *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 Resolution 7 will be on two-tier voting pursuant to Practice 4.2 of the Malaysian Code on Corporate Governance.

IMPORTANT NOTICE:-

In view of the outbreak of COVID-19 which is now a global pandemic, the Company has in place rules and control for the Annual General Meeting ("AGM") in order to safeguard the health of attendees at AGM. You are requested to read and adhere to the Administrative Guide issued which is sent together with this Notice of AGM. Members are also reminded to monitor the Company's website and announcements from time to time for any changes to the AGM's arrangements.

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OPENSYS (M) BERHAD
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ADMINISTRATIVE GUIDE

Twenty-fourth Annual General Meeting (“24th AGM”)

Day and Date : Wednesday, 12th August 2020
Time : 3:00 p.m.
Venue : Atlanta Ballroom, Level 3, Hotel Armada Petaling Jaya, Lot 6, Lorong Utara C, Seksyen 52, 46200 Petaling Jaya, Selangor Darul Ehsan.

MEASURES TO MINIMISE RISKS OF COVID-19 INFECTION

In view of the COVID-19 situation, the following steps will be taken for shareholders, proxies and others who will be attending the 24th AGM in order to minimize the risks of spreading the COVID-19 virus:

TEMPERATURE CHECKS AND FACE MASK

1. All persons attending the 24th AGM will be required to undergo a temperature check before entering the 24th AGM venue.
2. Any person who had recent travel history to overseas or any red zone areas in Malaysia during the last 14 days prior to the 24th AGM or had been in contact with a suspected or confirmed COVID-19 patient during the last 14 days prior to the 24th AGM, irrespective of nationality, will not be permitted to attend the 24th AGM.
3. Any person with a body temperature of more than 37.5 degrees Celsius and/or exhibit flu-like symptoms will not be allowed to attend the 24th AGM. Shareholders/proxies who are feeling unwell are strongly advised not to attend the 24th AGM.
4. All persons must practise proper hygiene including the use of hand sanitisers provided by the Company and are strongly advised to wear a face mask before entering the 24th AGM venue.

SOCIAL DISTANCING AND SEATING ARRANGEMENT

5. There will be no door gifts but packed foods will be served at the 24th AGM.
6. To enhance social distancing measures, the seats allocated for shareholders/ proxies at the 24th AGM venue will be maintained at a certain distance from one another as per the guidelines and/or standing operating procedure provided by the relevant governmental and/or health authorities.

7. Pre-registration to attend the 24th AGM of the Company

Due to social distancing requirements, the Company will limit the number of participants to the 24th AGM. In order to assist the Company in managing the turnout for the meeting and to ensure compliance with the directives or guidelines on public gathering/event issued by the Malaysian Government and other relevant authorities. Shareholders who wish to attend in person must pre-register via email at 24AGM@myopensys.com by 6th August 2020 at 5 p.m. Please furnish the below details:-

- a. Full name;
- b. NRIC or Passport Number;
- c. Contact number; and
- d. CDS account number

This is strictly for shareholders only.

However, the admission to the 24th AGM is subjected to clause (8) below.

8. Limitation to the number of attendees

The Company will limit the number of participants to be physically present at the 24th AGM venue to 100 based on the size of the venue. Children are not allowed to enter the meeting venue.

As the COVID-19 situation continues to evolve, the Company will closely monitor the situation and reserves the right to take further measures as appropriate up to the day of the 24th AGM of the Company, in accordance with the guidelines and/or standing operating procedure issued by the Malaysian Government and other relevant authorities in order to minimise any risk to shareholders and others attending the 24th AGM. The Company would like to thank all shareholders for their patience and co-operation in enabling us to hold our 24th AGM with the optimum safe distancing measures amidst the COVID-19 pandemic.

REGISTRATION ON THE DAY OF 24th AGM

9. Registration will commence at 2:00 p.m. and will close by 3.15 pm.
10. Please present your original National Registration Identity Card (NRIC) or Passport to the registration staff for verification.
11. A wrist band will be given to you thereafter. No one will be allowed to enter the meeting room without the wrist band.
12. Registration must be done in person. No person is allowed to register on behalf of another.
13. The registration counter will handle verification of identity, registration and revocation of proxy/proxies.

PROXY

14. A member entitled to attend and vote in the meeting is allowed to appoint proxy. Please submit your Form of Proxy in accordance with the notes and instructions printed therein.
15. The Form of Proxy is not required if you are attending as shareholder.

16. If you have submitted your Form of Proxy prior to the meeting and subsequently decided to attend the meeting in person, please proceed to the registration counter to revoke the appointment of your proxy.
17. Please ensure that the original Form of Proxy is deposited at the Company's Registered Office at Level 15-2, Bangunan Faber Imperial Court, Jalan Sultan Ismail, 50250 Kuala Lumpur not less than forty-eight (48) hours before the meeting time. No proof of sending of Form of Proxy will be entertained.

GENERAL MEETING RECORD OF DEPOSITORS

18. For the purpose of determining who shall be entitled to attend the 24th Annual General Meeting, the Company will be requesting Bursa Malaysia Depository Sdn. Bhd. to issue a General Meeting Record of Depositors as at 6th August 2020 and only a depositor whose name appears on such Record of Depositors shall be entitled to attend the said meeting.

NO RECORDING OR PHOTOGRAPHY

19. No recording or photography of the 24th AGM proceedings is allowed without the prior written permission of the Company.

MOBILE DEVICES

20. Please ensure all mobile devices i.e. phones/other sound emitting devices are put on silence mode during the 24th AGM to ensure smooth and uninterrupted proceedings.

24TH AGM ENQUIRY

21. For any enquiry prior to the 24th AGM, please contact the following during office hours

Mega Corporate Services Sdn Bhd
Tel No.: +603 - 2692 4271
Email: sharereg@megacorp.com.my

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OPENSYS (M) BERHAD
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FORM OF PROXY

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

No. of shares held	:	
CDS Account No.	:	

I/We

(Full name in block letters)

(NRIC No./Passport No./Registration No.)

of

(Full address)

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

Name of Proxy, NRIC/Passport No. & Address

No. of shares to be represented by proxy

1.

2.

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 Twenty-fourth Annual General Meeting of the Company to be held at Atlanta Ballroom Level 3, Hotel Armada Petaling Jaya, Lot 6, Lorong Utara C, Seksyen 52, 46200 Petaling Jaya, Selangor Darul Ehsan on Wednesday, 12th August 2020 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. Chee Hong Soon				
3.	To re-elect the director, Dato' Abdul Manap bin Abd Wahab				
4.	To re-appoint the retiring auditors, Messrs. HLB Ler Lum PLT				
5.	Authority to allot shares				
6.	Retention of Mr. 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 2020

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 6th August 2020. Only a depositor whose name appears on the Record of Depositors as at 6th August 2020 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 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.
- (i) 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.
(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.
- If the appointer is a corporation, this form must be executed under its Common Seal or under the hand of its attorney duly authorized.
- 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 not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.

Fold this flap for sealing

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AFFIX
STAMP

Company Secretary
Mega Corporate Services Sdn Bhd
Level 15-2, Bangunan Faber Imperial Court
Jalan Sultan Ismail
50250 Kuala Lumpur

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