

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**, 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

DEFINITIONS

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

DEFINITIONS (CONT'D)

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

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

Note:

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

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

[^] 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 entitlement</u>	<u>Total No. of OpenSys Shares held after the Proposed Bonus Issue</u>
1,000	500	1,500

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:

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

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 as at 31 December 2019	(I) After adjustment for subsequent events	(II) After (I) and Proposed Bonus Issue
	RM	RM	RM
Share capital	29,789,202	29,789,202	29,789,202
Retained earnings	34,226,262	^(a) 31,247,335	^(b) 31,147,335
NA attributable to the owners of our Company	64,015,464	61,036,537	60,936,537
Number of OpenSys Shares in issue	297,892,019	297,892,019	446,838,028
NA per OpenSys Share (RM) ^(c)	0.21	0.20	0.14
Total borrowings	18,728,500	18,728,500	18,728,500
Gearing (times) ^(d)	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 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
Total				RM2,978,927

(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 Shareholders	As at the LPD				After the Proposed Bonus Issue			
	Direct		Indirect		Direct		Indirect	
	No. of OpenSys Shares	%	No. of OpenSys Shares	%	No. of OpenSys Shares	%	No. of OpenSys Shares	%
Tan Kee Chung	63,355,095	21.27	-	-	95,032,642	21.27	-	-
Brahmal Vasudevan	2,500,000	0.84	^(a) 21,500,000	7.22	3,750,000	0.84	^(a) 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
<u>2019</u>		
September	0.355	0.320
October	0.360	0.325
November	0.410	0.355
December	0.385	0.360
<u>2020</u>		
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 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

ADDITIONAL INFORMATION

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 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”)

Day & Date : Monday, 28 September 2020
Time : 3.00 p.m.
Broadcast Venue : 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 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. 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.
 - b. Email from 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 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

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:

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 <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 not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.*

Fold this flap for sealing

Then fold here

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

1st fold here



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

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;	<u>Noted.</u>
(b)	OpenSys and HLIB to inform Bursa Securities upon the completion of the Proposed Bonus Issue;	<u>To be complied.</u>
(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	<u>To be complied.</u>
(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;	<u>To be complied.</u>

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