



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

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Twenty-seventh 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 Monday, 22nd May 2023 at 3.00 p.m. for the following purposes:-

AGENDA

AS ORDINARY BUSINESS

- To receive the Audited Financial Statements for the financial year ended 31st December 2022 and the Reports of the Directors and the Auditors thereon. (Please refer to Note 1.)
- To approve the payment of Directors' fees and benefits payable up to RM289,500.00 for the period from 1st June 2023 until the conclusion of the next Annual General Meeting of the Company. (ORDINARY RESOLUTION 1)
- To re-elect the following Directors retiring in accordance with the Company's Constitution: -
 - Dato' Abdul Manap Bin Abd Wahab Clause 78 (ORDINARY RESOLUTION 2)
 - Wong Choong Wai Clause 79 (ORDINARY RESOLUTION 3)
 - Lim Swee Keah Clause 79 (ORDINARY RESOLUTION 4)
- To re-appoint Messrs. HLB Ler Lum Chew PLT as Auditors and to authorise the Board of Directors to fix their remuneration. (ORDINARY RESOLUTION 5)

AS SPECIAL BUSINESS

To consider and, if thought fit, to pass the following Resolutions:-

- 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.
AND THAT pursuant to Section 85 of the Act to be read together with Clause 8 of the Company's Constitution, approval be and is hereby to waive the statutory pre-emptive rights of the shareholders of the Company to be offered with new Company shares ranking equally to the existing issued Company shares arising from any issuance of the new Company shares pursuant to Sections 75 and 76 of the Act." (ORDINARY RESOLUTION 6)
- RETENTION OF DATO' ABDUL MANAP BIN ABD WAHAB AS INDEPENDENT DIRECTOR**
"THAT subject to the passing of Ordinary Resolution 2, Dato' Abdul Manap Bin Abd Wahab be and is hereby retained as Independent Non-Executive Director pursuant to the Malaysian Code on Corporate Governance." (ORDINARY RESOLUTION 7)
- 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 28th April 2023
Kuala Lumpur

Notes:

- 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.
- 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 16th May 2023. Only a depositor whose name appears on the Record of Depositors as at 16th May 2023 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, speak and vote at the meeting is entitled to appoint up to two (2) proxies to attend, speak 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.
- 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.
 - 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.
- The instrument appointing a proxy shall be in writing under the hand of the appointer or his/her attorney duly authorized in writing or, if the appointer is a corporation, either under its Common Seal or under the hand of an officer or attorney duly authorized.
- The instrument appointing a 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 or email to mega-sharereg@megacorp.com.my not less than forty-eight (48) hours before the time for holding the meeting or any adjournment thereof. For those who have emailed the Form of Proxy, please submit the original at any time before the time appointed for holding the meeting or to the registration staff on the meeting day for the Company's records.
- Explanatory notes on Special Business**
 - The proposed Ordinary Resolution 6, 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 23rd May 2022.
 - The proposed Ordinary Resolution 7, if passed, will allow the Independent Director, Dato' Abdul Manap Bin Abd Wahab who has served the Company for a cumulative period of more than 9 years but less than 12 years, to continue to act as Independent Non-Executive Director of the Company. The Board supports the retention of Dato' Abdul Manap Bin Abd Wahab as Independent Director for: -
 - He understands the business nature and office culture.
 - He provides the Board valuable advice and insight.
 - He actively participates in Board deliberations and decision making in an objective manner.
 - He upholds independent decision and challenges the management objectively.Ordinary Resolution 7 will be on two-tier voting pursuant to Practice 5.3 of the Malaysian Code on Corporate Governance.

IMPORTANT NOTICE:-

In order to safeguard the health of attendees at Annual General Meeting ("AGM"), attendees are encouraged to wear a face mask when attending the 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.