

**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 ("**Bursa Securities**") 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.

Bursa Securities has not perused the contents of this Circular prior to its issuance as it is an Exempt Circular pursuant to Guidance Note 22 of the ACE Market Listing Requirements of Bursa Securities.



**OPENSYS (M) BERHAD**

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

**CIRCULAR TO SHAREHOLDERS**  
**IN RELATION TO THE**  
**PROPOSED AMENDMENTS TO THE CONSTITUTION OF THE COMPANY**  
**AND**  
**NOTICE OF EXTRAORDINARY GENERAL MEETING**

The forthcoming Extraordinary General Meeting ("**EGM**"), the notice together with the Administrative Notes and Form of Proxy of which are enclosed in this Circular, will be conducted virtually through live streaming via a remote participation and voting facilities at the Broadcast Venue at Level 26, Tower A, Pinnacle PJ, Jalan Utara C, 46200 Petaling Jaya, Selangor Darul Ehsan on Thursday, 29 September 2022 at 3:00 p.m. or at any adjournment thereof.

If you wish to attend the virtual EGM, you must register as per the registration procedure stated in the Administrative Notes enclosed herein.

If you decide to appoint a proxy or proxies for the EGM, you can perform it online at <https://vps.megacorp.com.my/kZFyFu> or execute and lodge the Form of Proxy 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) or via facsimile to 03-2732 5388, not less than forty-eight (48) hours before the time appointed for holding the EGM or at any adjournment thereof. The lodging of the Form of Proxy 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 : Thursday, 29 September 2022 at 3:00 p.m., or at any adjournment thereof

Last date and time for lodging the Form of Proxy : Tuesday, 27 September 2022 at 3:00 p.m.

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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
Board	: Board of Directors of OpenSys
Bursa Securities	: Bursa Malaysia Securities Berhad
Circular	: This Circular dated 7 September 2022 in relation to the Proposed Amendments
Constitution	: Constitution of OpenSys
Director(s)	: Director(s) of OpenSys within the meaning given in Section 2(1) of the Capital Markets and Services Act 2007
EGM	: Extraordinary General Meeting
HLIB	: Hong Leong Investment Bank Berhad
LPD	: 30 August 2022, being the latest practicable date prior to the printing of this Circular
OpenSys or Company	: OpenSys (M) Berhad
OpenSys Group or Group	: OpenSys and its subsidiaries, collectively
Proposed Amendments	: Proposed amendments to the Constitution
Proposed Transfer Listing	: Proposed transfer of the listing of and quotation for the entire issued share capital of OpenSys from ACE Market to Main Market of Bursa Securities
SC	: Securities Commission Malaysia

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.

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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.

7 September 2022

### Board of Directors

Tan Kee Chung (*Executive Chairman*)  
Chee Hong Soon (*Executive Director*)  
Ong Poh Hong (*Executive Director*)  
Dato' Abdul Manap Bin Abd Wahab (*Independent Non-Executive Director*)  
Datin Lee Choi Chew (*Independent Non-Executive Director*)  
Wong Choong Wai (*Independent Non-Executive Director*)

### To: Our shareholders

Dear Sir / Madam,

### PROPOSED AMENDMENTS TO THE CONSTITUTION OF THE COMPANY ("PROPOSED AMENDMENTS")

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#### 1. INTRODUCTION

On 4 March 2022, the Board had announced that the Company intends to seek approval from its shareholders for the Proposed Amendments at the forthcoming EGM.

On 27 July 2022, on behalf of the Board, HLIB announced that the SC had, vide its letter dated 26 July 2022, approved the Proposed Transfer Listing under Section 214(1) of the Capital Markets and Services Act 2007 and under the Bumiputera equity requirement for public listed companies in relation to the resultant equity structure of OpenSys pursuant to the Proposed Transfer Listing.

This Circular is to provide you with the details of the Proposed Amendments and to seek your approval for the Special Resolution pertaining to the Proposed Amendments to be tabled at our forthcoming EGM. We enclose the notice of the forthcoming EGM and the Form of Proxy in this Circular.

**PLEASE READ AND CONSIDER CAREFULLY THE CONTENTS OF THIS CIRCULAR TOGETHER WITH THE APPENDICES BEFORE VOTING ON THE SPECIAL RESOLUTION PERTAINING TO THE PROPOSED AMENDMENTS TO BE TABLED AT OUR FORTHCOMING EGM.**

#### 2. DETAILS OF THE PROPOSED AMENDMENTS

The details of the Proposed Amendments are set out in **Appendix II** of this Circular.

### **3. RATIONALE FOR THE PROPOSED AMENDMENTS**

The Proposed Amendments is necessary to incorporate the relevant amendments to the Constitution of the Company to facilitate the implementation of the Proposed Transfer Listing which was approved by the SC on 26 July 2022.

### **4. EFFECTS OF THE PROPOSED AMENDMENTS**

The Proposed Amendments will not have any effect on the issued share capital, substantial shareholders' shareholdings, net assets, gearing or earnings of the Group.

### **5. APPROVALS REQUIRED**

The Proposed Amendments is subject to the approval of the shareholders of the Company at the forthcoming EGM to be convened by way of a Special Resolution.

### **6. INTERESTS OF DIRECTORS, SUBSTANTIAL SHAREHOLDERS AND/OR PERSONS CONNECTED WITH THEM**

None of the Directors and/or substantial shareholders of our Company and/or persons connected with them have any interest, whether direct or indirect, in the Proposed Amendments.

### **7. DIRECTORS' RECOMMENDATION**

The Board, after having considered all aspects for the Proposed Amendments, is of the opinion that the Proposed Amendments is in our best interest. Accordingly, the Board recommends that you vote **in favour** of the Special Resolution in relation to the Proposed Amendments to be tabled at our forthcoming EGM.

### **8. EGM**

Our forthcoming EGM, the notice of which is enclosed in this Circular will be conducted virtually through live streaming via a remote participation and voting facilities at the Broadcast Venue at Level 26, Tower A, Pinnacle PJ, Jalan Utara C, 46200 Petaling Jaya, Selangor Darul Ehsan on Thursday, 29 September 2022 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 Amendments.

If you wish to attend the virtual EGM, you must register as per the registration procedure stated in the Administrative Notes enclosed herein.

If you decide to appoint a proxy or proxies to attend and vote on your behalf at the virtual EGM, you may perform it online at <https://vps.megacorp.com.my/kZFyFu> or complete, sign and return the enclosed Form of Proxy 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) or via facsimile to 03-2732 5388, not less than forty-eight (48) hours before the time appointed for holding of the EGM or at any adjournment thereof.

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

**9. FURTHER INFORMATION**

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

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

**TAN KEE CHUNG**  
Executive Chairman

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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 false or misleading.

**2. DOCUMENTS AVAILABLE FOR INSPECTION**

The Constitution of the Company is available for inspection at our registered office at Level 15-2, Bangunan Faber Imperial Court, Jalan Sultan Ismail, 50250 Kuala Lumpur during the normal office hours from Monday to Friday (except for public holidays) from the date of this Circular up to and including the date of the EGM.

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**PROPOSED AMENDMENTS TO THE CONSTITUTION OF THE COMPANY**


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The Constitution of the Company will be amended in the following manner:-

Clause No.	Existing Provisions	Proposed Amendments
Clause 6(a)(9) - Company	means OpenSys (M) Berhad (Company No. 369818-W)	means OpenSys (M) Berhad <b>[Registration No. 199501040614 (369818-W)]</b>
Clause 6(a)(15) - Listing Requirements	means the ACE Market Listing Requirements of the Securities Exchange and any modification or amendment thereof that may be made from time to time	means the <b>Main</b> Market Listing Requirements of the Securities Exchange and any modification or amendment thereof that may be made from time to time
Clause 6(a)(29) – “ <del>the</del> Securities Exchange” means Bursa Malaysia Securities Berhad		
Clause 48	The Company may, by Special Resolution, convert all or any of its paid-up shares into stock and re-convert any stock into paid up shares of any nominal value.	The Company may, by <b>Ordinary</b> Resolution, convert all or any of its paid-up shares into stock and re-convert any stock into paid up shares of any nominal value.
Clause 55	The Company may by Special Resolution – (a) consolidate and divide all or any of its share capital, the proportion between the amount paid and the amount, if any, unpaid on each subdivided share shall be the same as it was in the case of the share from which the subdivided share is derived; (b) convert all or any of its paid-up shares into stock and may reconvert that stock into paid-up shares; or (c) subdivide its shares or any of the shares, whatever is in the subdivision, the proportion between the amount paid and the amount, if any, unpaid on each subdivided share shall be the same as it was in the case of the share from which the subdivided share is derived.	The Company may by <b>Ordinary</b> Resolution – (a) consolidate and divide all or any of its share capital, the proportion between the amount paid and the amount, if any, unpaid on each subdivided share shall be the same as it was in the case of the share from which the subdivided share is derived; (b) convert all or any of its paid-up shares into stock and may re-convert that stock into paid-up shares; or (c) subdivide its shares or any of the shares, whatever is in the subdivision, the proportion between the amount paid and the amount, if any, unpaid on each subdivided share shall be the same as it was in the case of the share from which the subdivided share is derived.
Clause 61	The notices convening meetings shall specify the place, day and hour of the meeting, and shall be given to all shareholders at least fourteen (14) days before the meeting or twenty-one (21) days before the meeting where any Special Resolution is to be proposed or where it is an annual general meeting.  Any notice of a meeting called to consider special business shall be accompanied by a statement regarding the effect of any proposed resolution in respect of such special business.	The notices convening meetings shall specify the place <b>or meeting platform</b> , day and hour of the meeting, and shall be given to all shareholders at least fourteen (14) days before the meeting or twenty-one (21) days before the meeting where any Special Resolution is to be proposed or where it is an annual general meeting.  Any notice of a meeting called to consider special business shall be accompanied by a statement regarding the effect of any proposed resolution in respect of such special business.

## PROPOSED AMENDMENTS TO THE CONSTITUTION OF THE COMPANY

Clause No.	Existing Provisions	Proposed Amendments
	At least fourteen (14) days' notice or twenty-one (21) days' notice in the case where any Special Resolution is proposed or where it is the annual general meeting, of every such meeting shall be given by advertisement in at least one (1) nationally circulated Bahasa Malaysia or English daily newspaper and in writing to each stock exchange upon which the company is listed.	At least fourteen (14) days' notice or twenty-one (21) days' notice in the case where any Special Resolution is proposed or where it is the annual general meeting, of every such meeting shall be given by advertisement in at least one (1) nationally circulated Bahasa Malaysia or English daily newspaper and in writing to each stock exchange upon which the company is listed.  <b>Notice of all meetings can be served electronically to all the eligible members.</b>
Clause 65	The Chairman (if any) of the Board of Directors or in his absence, a Deputy Chairman (if any) shall preside as Chairman at every meeting. If there is no such Chairman or Deputy Chairman or if at any meeting neither the Chairman nor a Deputy Chairman is present within fifteen (15) minutes after the time appointed for holding the meeting or if neither of them is willing to act as Chairman, the Directors present shall choose one (1) of the member of the Board of Directors to act or if one (1) Director only is present he shall preside as Chairman if he is willing to act. If no Director chosen who shall be willing to act, the Member(s) or proxy(ies) present and entitled to vote shall elect one (1) among themselves to be the Chairman of the meeting.	The Chairman (if any) of the Board of Directors or in his absence, a Deputy Chairman (if any) shall preside as Chairman at every meeting. If there is no such Chairman or Deputy Chairman or if at any meeting neither the Chairman nor a Deputy Chairman is present within fifteen (15) minutes after the time appointed for holding the meeting or if neither of them is willing to act as Chairman, the Directors present shall choose one (1) of the member of the Board of Directors to act or if one (1) Director only is present he shall preside as Chairman if he is willing to act. If no Director chosen who shall be willing to act, the Member(s) or proxy(ies) present and entitled to vote shall elect one (1) among themselves to be the Chairman of the meeting. <b>The election of the Chairman of the meeting shall be by show of hands.</b>
Clause 67	At any general meeting all resolutions set out in the notice or in any notice of resolution which may properly be moved and is intended to be moved at any general meeting which are put to the vote of the meeting shall be decided by poll. The poll may be conducted manually using voting slips or electronically using various forms of electronic voting devices. Such votes shall be counted by the poll administrator, and verified by the scrutineers, as may be appointed by the Chairman of the meeting for the purpose of determining the outcome of the resolution(s) to be decided on poll. Every question submitted to a	<b>All meetings can be conducted electronically whereby members are able to participate and vote remotely.</b>  At any general meeting all resolutions set out in the notice or in any notice of resolution which may properly be moved and is intended to be moved at any general meeting which are put to the vote of the meeting shall be decided by poll. The poll may be conducted manually using voting slips or electronically using various forms of electronic voting devices. Such votes shall be counted by the poll administrator, and verified by the scrutineers, as may be appointed by the Chairman of the meeting for the

## PROPOSED AMENDMENTS TO THE CONSTITUTION OF THE COMPANY

Clause No.	Existing Provisions	Proposed Amendments
	meeting which is not a resolution set out in the notice of meeting shall be decided by a show of hands, and in the case of an equality of votes the Chairman shall have a casting vote in addition to the vote or votes to which he may be entitled as a Member. A proxy shall be entitled to vote on a show of hands on any question at any general meeting. On a resolution to be decided on a show of hands, a holder of ordinary shares or preference shares who is personally present and entitled to vote shall be entitled to one (1) vote.	purpose of determining the outcome of the resolution(s) to be decided on poll. Every question submitted to a meeting which is not a resolution set out in the notice of meeting shall be decided by a show of hands, and in the case of an equality of votes the Chairman shall have a casting vote in addition to the vote or votes to which he may be entitled as a Member. A proxy shall be entitled to vote on a show of hands on any question at any general meeting. On a resolution to be decided on a show of hands, a holder of ordinary shares or preference shares who is personally present and entitled to vote shall be entitled to one (1) vote.
Clause 74(a)	Save for the Member who is an Exempt Authorised Nominee (refer to sub-Clause (c) below), a Member may appoint up to two proxies to attend at the same meeting. An instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised. A proxy may but need not be a Member.	<b>A proxy may but need not be a Member.</b> Save for the Member who is an Exempt Authorised Nominee (refer to sub-Clause (f) below), a Member may appoint up to two proxies to attend at the same meeting. An instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised. <del>A proxy may but need not be a Member.</del>
Clause 74(b) - to renumber as 74(d)	An instrument appointing a proxy may specify the manner in which the proxy is to vote in respect of a particular resolution and, where an instrument of proxy so provides, the proxy is not entitled to vote on the resolution except as specified in the instrument. A proxy shall have the same rights as the Member to speak at the meeting.	-
Clause 74(b)	-	<b>If a Member is unable to attend the Members' meeting, the Member can appoint proxy/proxies in his stead. However, if the Member decides to attend instead of the appointed proxy, the Member shall execute the revocation of proxy and such revocation of proxy must reach the poll administrator/the Company at least 48 hours before the meeting. Failing which, the Member is deemed to confer the right to the appointed proxy to the meeting.</b>

## PROPOSED AMENDMENTS TO THE CONSTITUTION OF THE COMPANY

Clause No.	Existing Provisions	Proposed Amendments
Clause 74(c)	<p>If a Member appoints two proxies to attend at the same meeting, the appointment shall be invalid unless he specifies the proportion of his shareholdings to be represented by each proxy.</p> <p>Where a Member of the company is an authorised nominee as defined under the Central Depositories Act, it may appoint up to two proxies in respect of each Securities Account it holds with ordinary shares of the Company standing to the credit of the said Securities account.</p> <p>Where a Member of the company is an Exempt Authorised 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 Authorised Nominee may appoint in respect of each Omnibus Account it holds.</p>	<p>If a Member appoints two proxies to attend at the same meeting, the appointment shall be invalid unless he specifies the proportion of his shareholdings to be represented by each proxy.</p> <p><del>Where a Member of the company is an authorised nominee as defined under the Central Depositories Act, it may appoint up to two proxies in respect of each Securities Account it holds with ordinary shares of the Company standing to the credit of the said Securities account.</del></p> <p><del>Where a Member of the company is an Exempt Authorised 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 Authorised Nominee may appoint in respect of each Omnibus Account it holds.</del></p>
Clause 74(d) - to renumber as 74(g)	An instrument appointing a proxy will be deemed to confer authority to agree to a meeting being convened by shorter notice than is required by the Act or by this Constitution and to a resolution being proposed and passed as a Special Resolution at a meeting of which less than twenty-one (21) days' notice has been given and authority to demand or join in demanding a poll.	An instrument appointing a proxy may specify the manner in which the proxy is to vote in respect of a particular resolution and, where an instrument of proxy so provides, the proxy is not entitled to vote on the resolution except as specified in the instrument. A proxy shall have the same rights as the Member to speak at the meeting.
Section 74(e) – to renumber as 74(h)	<p>The instrument appointing a proxy shall substantially be in the following form with such variations as circumstances may require or the statutes permit or in such other form as the Directors may approve:-</p> <p style="text-align: center;">OPENSYS (M) BERHAD</p> <p>I/we, [name of Member] of [address], being a Member/Members of the Company, appoint [name of proxy] of [address] or, in his absence, [name of proxy] of [address] or, in his absence, the Chairman of the meeting, as my/our proxy to vote</p>	-

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**PROPOSED AMENDMENTS TO THE CONSTITUTION OF THE COMPANY**


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Clause No.	Existing Provisions	Proposed Amendments
	<p>for me/us on my/our behalf at the*annual/extraordinary general meeting of the Company to be held on [date] and at any adjournment of that meeting.</p> <p>This instrument of proxy entitles my proxy to vote in respect of *all/[proportion of shareholding] of my shareholding in the Company.</p> <p>‡ This form is to be used *in favour of/against the resolution.</p> <p>Signed this       day of       , 20      </p> <p>* Strike out whichever is not desired. ‡ To be inserted if desired.</p>	
Section 74(e)	-	<b>Where a Member is an authorised nominee as defined under the Central Depositories Act, it may appoint up to two proxies in respect of each Securities Account it holds with ordinary shares of the Company standing to the credit of the said Securities account.</b>
Section 74(f) - New	Nil	Where a Member is an Exempt Authorised 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 Authorised Nominee may appoint in respect of each Omnibus Account it holds.
Clause 74(g) - New	Nil	An instrument appointing a proxy will be deemed to confer authority to agree to a meeting being convened by shorter notice than is required by the Act or by this Constitution and to a resolution being proposed and passed as a Special Resolution at a meeting of which less than twenty-one (21) days' notice has been given and authority to demand or join in demanding a poll.

## PROPOSED AMENDMENTS TO THE CONSTITUTION OF THE COMPANY

Clause No.	Existing Provisions	Proposed Amendments
Clause 74(h) - New	Nil	<p>The instrument appointing a proxy shall substantially be in the following form with such variations as circumstances may require or the statutes permit or in such other form as the Directors may approve:-</p> <p style="text-align: center;">OPENSYS (M) BERHAD</p> <p>I/we, [name of Member] <b>[NRIC]</b> of <b>[email and address]</b>, being a Member/Members of the Company, appoint [name of proxy] <b>[NRIC]</b> of <b>[email and address]</b> or, in his absence, [name of proxy] <b>[NRIC]</b> of <b>[email and address]</b> or, in his absence, the Chairman of the meeting, as my/our proxy to vote for me/us on my/our behalf at the*annual/extraordinary general meeting of the Company to be held on [date] and at any adjournment of that meeting.</p> <p>This instrument of proxy entitles my proxy to vote in respect of *all/[proportion of shareholding] of my shareholding in the Company.</p> <p>‡ This form is to be used *in favour of/against the resolution.</p> <p>Signed this            day of            , 20           </p> <p>* Strike out whichever is not desired. ‡ To be inserted if desired.</p>
Clause 75	An instrument appointing a proxy will not be treated as valid unless the instrument and the power of attorney or other authority (if any) under which the instrument is signed or a notarially certified copy of that power or authority, is or are deposited, not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, at the Registered Office of the Company or at such other place as is specified for that purpose in the notice convening the meeting.	An instrument appointing a proxy will not be treated as valid unless the instrument and the power of attorney or other authority (if any) under which the instrument is signed or a notarially certified copy of that power or authority, is or are deposited, not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, at the Registered Office of the Company or at such other place <b>within Malaysia as determined by the Company, or by way of electronic means or in such other manner</b> as is specified for that purpose in the notice convening the meeting.

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**PROPOSED AMENDMENTS TO THE CONSTITUTION OF THE COMPANY**


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<b>Clause No.</b>	<b>Existing Provisions</b>	<b>Proposed Amendments</b>
Clause 80(a)	Subject to paragraph (b), a person (other than a Director retiring in accordance with Clause 78) is not eligible for election to the office of Director unless the Member intending to propose him has, at least eleven (11) clear days before the meeting, left at the Registered Office of the Company a notice in writing duly signed by the nominee, giving his consent to the nomination and signifying his candidature for the office, or the intention of such Member to propose him.	Subject to paragraph (b), a person (other than a Director retiring in accordance with Clause 78) is not eligible for election to the office of Director <b>at any general meeting</b> unless the Member intending to propose him has, at least eleven (11) clear days before the meeting, left at the Registered Office of the Company a notice in writing duly signed by the nominee, giving his consent to the nomination and signifying his candidature for the office, or the intention of such Member to propose him.
Clause 105(d) - New	Nil	<b>The Company accepts and recognise electronic or digital signatures of Directors.</b>
Clause 113(e) – to delete and replace with 113(f)	Notwithstanding paragraph (d), the Seal and Securities Seal / Share Seal shall not be affixed to any instrument (with all signatures (autographic or facsimile) referred to in paragraph (b) and (c) being dispensed with) unless the method or system of control by the Company on the affixing of the Seal and Securities Seal with such signatures dispensed with has been approved by the auditors of the Company and a copy of such approval has been forwarded to the Securities Exchange.	The Company may exercise the powers conferred by Section 62 of the Act with regard to an official seal for use outside Malaysia, and such powers shall be vested in the Directors.
Clause 113(f) – to renumber as 113(e)	The Company may exercise the powers conferred by Section 62 of the Act with regard to an official seal for use outside Malaysia, and such powers shall be vested in the Directors.	-



## 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 conducted virtually through live streaming via a remote participation and voting facilities at the Broadcast Venue at Level 26, Tower A, Pinnacle PJ, Jalan Utara C, 46200 Petaling Jaya, Selangor Darul Ehsan on Thursday, 29 September 2022 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:

#### SPECIAL RESOLUTION

#### PROPOSED AMENDMENTS TO THE CONSTITUTION OF THE COMPANY (“PROPOSED AMENDMENTS”)

“**THAT** subject to the approval of Bursa Malaysia Securities Berhad (“Bursa Securities”) being obtained for the transfer application, approval be and is hereby given to the Directors of OpenSys to implement the Proposed Amendments to the Constitution of the Company as set out in **Appendix II** of the circular to shareholders dated 7 September 2022 with immediate effect to facilitate the implementation of the proposed transfer of the listing of and quotation for the entire issued share capital of the Company from ACE Market to Main Market of Bursa Securities;

**AND THAT** the Directors of the Company be and are hereby authorised to assent to any modifications, variations and/or amendments as may be required or imposed by the relevant authorities and to do all acts, deeds, and things and to execute, enter into, sign and deliver on behalf of the Company, all such documents and take all steps as may be considered necessary to give full effect to the Proposed Amendments.”

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

7 September 2022

#### 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. **Shareholders/proxies** will not be allowed to be physically present at the Broadcast Venue on the day of the EGM. Shareholders who wish to participate the EGM will therefore have to register via the link at <https://vps.megacorp.com.my/kZFyFu>. Kindly refer to the annexure of the Administrative Notes 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 21 September 2022. Only a depositor whose name appears on the Record of Depositors as at 21 September 2022 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, 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.
4. (i) Where a member is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, he/she may appoint up to two (2) proxies 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 authorised 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 authorised nominee may appoint in respect of each securities account it holds.
5. The instrument appointing a proxy shall be in writing under the hand of the appointer or his/her attorney duly authorised in writing or, if the appointer is a corporation, either under its Common Seal or under the hand of an officer or attorney duly authorised.
6. Except for body corporate and nominee accounts, you have the option to register directly at <https://vps.megacorp.com.my/kZFyFu> to submit the proxy appointment electronically not later than Tuesday, 27 September 2022 at 3:00 p.m. Kindly refer to the annexure of the Administrative Notes for further information.
7. 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 [EGM-support.OpenSys@megacorp.com.my](mailto:EGM-support.OpenSys@megacorp.com.my) or via facsimile to 03-2732 5388, not less than forty-eight (48) hours before the time for holding the meeting or any adjournment thereof.



## OPENSYS (M) BERHAD

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



### ADMINISTRATIVE NOTES FOR THE EXTRAORDINARY GENERAL MEETING (“EGM”)

Date : **Thursday, 29 September 2022**  
Time : **3:00 p.m.**  
Broadcast Venue : **Level 26, Tower A, Pinnacle PJ, Jalan Utara C, 46200 Petaling Jaya, Selangor Darul Ehsan.**

#### **Voting via Digital Ballot Form at a Virtual EGM**

1. This is a virtual meeting. No shareholders/proxies are allowed to be present at the Broadcast Venue. Shareholders who wish to participate at the EGM will therefore have to do so remotely. Pre-registration of attendance is required via the link at <https://vps.megacorp.com.my/kZFyFu> (please refer to para 4 for further details). After the registration is validated and accepted, Shareholders will receive an email with a link to grant access to the **Digital Ballot Form (“DBF”)**.
2. With the DBF, you may exercise your right as a shareholder of the Company to vote during the EGM, at the comfort of your home or from any location.
3. Shareholders may use the *Questions’ Pane* facility (located at the top right corner of the screen) to submit questions in real time during the meeting via the Live-Streaming solution. Shareholders may also submit questions before the meeting via email to the following e-mail address in relation to the agenda item for the EGM:  
[EGM-support.OpenSys@megacorp.com.my](mailto:EGM-support.OpenSys@megacorp.com.my)

#### **Registration Procedure**

4. Kindly follow the steps below to ensure that you are able to obtain your DBF and the meeting link to log in to the Live-Streaming session to participate and vote remotely during the EGM online:
  - a. Open this link <https://vps.megacorp.com.my/kZFyFu>, or scan the QR code at the top right corner of this document, and submit all requisite details at least twenty-four (24) hours before the date of EGM.
  - b. Only shareholders are allowed to register their details online. Shareholders can also appoint proxies or Chairman of the meeting as proxy via online, as in step (a) above. Please ensure that your details are accurate as non-compliance would result in you not being able to participate in the EGM.
  - c. Alternatively, you may deposit your Form of Proxy, duly completed with the proxy's email address and mobile phone number, at the office of the Poll Administrator at least 48 hours before the date of EGM at:  
**Mega Corporate Services Sdn. Bhd.**  
Level 15-2, Bangunan Faber Imperial Court, Jalan Sultan Ismail, 50250 Kuala Lumpur, Wilayah Persekutuan **or**;  
Submit via e-mail to: [EGM-support.OpenSys@megacorp.com.my](mailto:EGM-support.OpenSys@megacorp.com.my) **or**;  
Submit via facsimile to: 03-2732 5388
  - d. For corporate shareholders/nominee accounts, please execute Form of Proxy as per step (c) above.
  - e. Upon verification on your registration, the Poll Administrator, Mega Corporate Services Sdn. Bhd., will send the following via email:
    - i. **Meeting Link** – for the Live-Streaming Session
    - ii. **DBF** – for Voting Purposes

### **Record Of Depositors (“ROD”) for the EGM**

5. The date of ROD for the EGM is 21 September 2022. As such, only shareholders whose name appear in the ROD shall be entitled to participate and vote at the EGM, or appoint proxy(ies)/corporate representative(s) to participate and vote on his/her behalf.

### **Poll Voting**

6. The voting of the EGM will be conducted by poll. The Company has appointed Mega Corporate Services Sdn. Bhd. as the Poll Administrator to conduct the polling process by way of e-voting, and Cygnus Technology Solutions Sdn. Bhd. as Scrutineers to verify the poll results.
7. Shareholders can proceed to vote on the resolution and submit your vote during the voting period as stipulated in the DBF. Upon completion of the voting session for the EGM, the Scrutineers will verify the poll results after which the Chairman will announce the poll results of the resolution.

### **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.**

Email : [EGM-support.OpenSys@megacorp.com.my](mailto:EGM-support.OpenSys@megacorp.com.my)  
Tel : +60 (3) 2694 8984  
Alfred : +60 (12) 912 2734  
Hisham : +60 (12) 252 9136



## OPENSYS (M) BERHAD

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

### FORM OF PROXY

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

CDS Account No.	:	
No. of shares held	:	

I/We \* \_\_\_\_\_ NRIC/Passport/Registration No.\* \_\_\_\_\_  
(Full name in block)

of \_\_\_\_\_  
(Address)

with email address \_\_\_\_\_ mobile phone no. \_\_\_\_\_

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

Full Name (in Block)	NRIC/Passport No.	Proportion of Shareholdings (%)
Address		
Email Address	Mobile Phone No.	

and / or\*

Full Name (in Block)	NRIC/Passport No.	Proportion of Shareholdings (%)
Address		
Email Address	Mobile Phone No.	

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 Extraordinary General Meeting of the Company to be conducted virtually through live streaming via a remote participation and voting facilities at the Broadcast Venue at Level 26, Tower A, Pinnacle PJ, Jalan Utara C, 46200 Petaling Jaya, Selangor Darul Ehsan on Thursday, 29 September 2022 at 3:00 p.m. and at every adjournment thereof to vote as indicated below:-

SPECIAL RESOLUTION	FIRST PROXY		SECOND PROXY	
	FOR	AGAINST	FOR	AGAINST
Proposed Amendments				

(Please indicate with "X" in the space provided above on how you wish to cast your vote. If you do not do so, the proxy will vote or abstain from voting at his/her discretion).

Dated this 2022

\_\_\_\_\_  
Signature/Common Seal

\* Strike out whichever is not desired.

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- 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.
- Where a member is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, he/she may appoint up to two (2) proxies in respect of each securities account it holds with ordinary shares of the company standing to the credit of the said securities account.
  - Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account ("omnibus account"), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.
- The instrument appointing a proxy shall be in writing under the hand of the appointer or his/her attorney duly authorised in writing or, if the appointer is a corporation, either under its Common Seal or under the hand of an officer or attorney duly authorised.
- Except for body corporate and nominee accounts, you have the option to register directly at <https://vps.megacorp.com.my/kZFyFu> to submit the proxy appointment electronically not later than Tuesday, 27 September 2022 at 3:00 p.m. Kindly refer to the annexure of the Administrative Notes for further information.
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Fold this flap for sealing

Then fold here

AFFIX  
STAMP

**The Company Secretary**  
**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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