

OPCOM HOLDINGS BERHAD
Registration No.: 199401036979 (322661-W)
(Incorporated in Malaysia)

SUMMARY OF KEY MATTERS DISCUSSED DURING TWENTY-SIXTH ANNUAL GENERAL MEETING (“AGM” OR “THE MEETING”) OF OPCOM HOLDINGS BERHAD (“OPCOM” OR “THE COMPANY”) HELD ON A FULLY VIRTUAL BASIS ON WEDNESDAY, 29 SEPTEMBER 2021 AT 2.00 P.M.

WELCOMING ADDRESS

Dato’ Mazlin Bin MD Junid (“the Chairman”), on behalf of the Board of Directors, welcomed the shareholders, proxy holders and advisors to the Company’s Twenty-Sixth AGM, which was conducted through online meeting platform provided by Mega Corporate Services Sdn. Bhd. The Chairman thanked all participants for joining the meeting remotely from various locations.

The Chairman introduced the following Board members to all present:-

1. Mr. Ong Soon Lim, the Executive Director;
2. Mr. Teh Li King, Non-Independent Non-Executive Director;
3. Mr. Sven Janne Sjöden, Non-Independent Non-Executive Director;
4. Ms. Chan Bee Lean, Non-Independent Non-Executive Director; and
5. Mr. Magnus Kreuger, Independent Non-Executive Director

QUORUM

The Company Secretary confirmed that the requisite quorum was present as at the commencement of the meeting and therefore, The Chairman called the meeting to order and proceed with the agenda.

NOTICE OF MEETING

The notice convening the meeting, having been circulated earlier to all the shareholders of the Company within the prescribed period, was taken as read.

POLLING PROCEDURES

The Chairman informed that as required by Rule 8.31A of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad, all ordinary resolutions as set out in the notice calling the meeting were to be voted on by poll, and an independent scrutineer was appointed to validate the votes cast. For this purpose, Mega Corporate Services Sdn. Bhd. (“Mega”) was appointed as the Poll Administrator, and Cygnus Technology Solutions Sdn. Bhd. as the Independent Scrutineer to verify and confirm the poll results.

Affirmative votes of more than half of the members/proxies who participated and voted remotely at the meeting would be required to pass all the resolutions.

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The Chairman informed that the Directors and persons connected with them will abstain from voting in the respective resolutions in which they are interested in.

ORDINARY BUSINESSES

1. AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 MARCH 2021 AND THE REPORTS OF DIRECTORS AND AUDITORS THEREON

The Chairman informed that the Audited Financial Statements did not require shareholders' approval and hence the agenda would not be put for voting.

The Audited Financial Statements for the financial year ended 31 March 2021 were duly received by the meeting.

2. ORDINARY RESOLUTION 1

PAYMENT OF DIRECTORS' FEES OF RM124,757.00 FOR THE FINANCIAL YEAR ENDED 31 MARCH 2021

The Chairman informed that Ordinary Resolution 1 was to approve the payment of Directors' fees of RM124,757.00 for the financial year ended 31 March 2021.

3. ORDINARY RESOLUTION 2

PAYMENT OF DIRECTORS' BENEFITS TO THE NON-EXECUTIVE DIRECTORS UP TO AN AMOUNT OF RM200,000.00 FROM 30 SEPTEMBER 2021 UNTIL THE NEXT ANNUAL GENERAL MEETING OF THE COMPANY

The Chairman informed that Ordinary Resolution 2 was to approve the payment of Directors' benefits to the Non-Executive Directors up to an amount of RM200,000 from 30 September 2021 until the next Annual General Meeting of the Company.

4. ORDINARY RESOLUTION 3

RE-ELECTION OF DIRECTOR

The Chairman informed that Ordinary Resolution 3 was to approve the re-election of Magnus Kreuger who retires pursuant to Article 90(1) of the Company's Constitution. The retiring Director had offered himself for re-election as Director of the Company.

5. ORDINARY RESOLUTIONS 4, 5 AND 6

ELECTION OF DIRECTORS

The Chairman informed that the Ordinary Resolutions 4 to 6 were for the election of himself, Dato' Mazlin Bin MD Junid, Mr. Teh Li King and Mr. Ong Soon Lim who were retiring pursuant to Article 83 of the Company's Constitution. All the retiring Directors had offered themselves for election as Directors of the Company.

6. ORDINARY RESOLUTION 7

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RE-APPOINTMENT OF MESSRS. CROWE MALAYSIA PLT AS THE AUDITORS OF THE COMPANY AND AUTHORISATION FOR DIRECTORS TO DETERMINE THEIR REMUNERATION

The Chairman informed that the Ordinary Resolution 7 was for the re-appointment of Messrs. Crowe Malaysia PLT as the Auditors of the Company and to authorise the Directors to determine their remuneration.

SPECIAL BUSINESS**RESOLUTION 8 - AUTHORITY TO ISSUE SHARES**

The Chairman informed that the Ordinary Resolution 8 was for the approval to allot and issue shares pursuant to Section 75 and 76 of the Companies Act 2016. Full text of the ordinary resolution for consideration and its explanatory notes was set out in the Notice of AGM.

The passing of the Resolution 8 will empower the Directors of the Company to allot and issue not more than 10% of the issued share capital of the Company, subject to the approvals of all the relevant governmental and/or other regulatory bodies and for such purposes as the Directors consider would be in the interest of the Company.

The authority will provide flexibility to the Company for any possible fund raising activities, including but not limited to further placing of shares, repayment of bank borrowing(s), if any, for purpose of funding future investment project(s), working capital and/or acquisitions.

ANY OTHER BUSINESS

The Chairman confirmed that the Company had not received any notice to transact any other business.

Q&A SESSION

The Chairman addressed the Q&A Session together with the Executive Director, Mr. Ong Soon Lim. The questions and the Company's response are set out in Appendix I.

POLL RESULTS

The Chairman reconvened the Meeting for the announcement of the poll results which had been verified and confirmed by the independent scrutineer, as shown on the screen through live broadcast, as follows:-

Ordinary Resolution	Vote For		Vote Against	
	No. of Units	%	No. of Units	%
Resolution 1	42,788,821	99.0326	418,001	0.9674
Resolution 2	42,778,804	99.0151	425,518	0.9849
Resolution 3	43,170,878	99.9168	35,944	0.0832
Resolution 4	43,147,096	99.8620	59,626	0.138
Resolution 5	43,150,840	99.8707	55,882	0.1293

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Resolution 6	43,148,578	99.8654	58,144	0.1346
Resolution 7	43,191,365	99.9645	15,357	0.0355
Resolution 8	42,818,169	99.1016	388,153	0.8984

Based on the poll results, the Chairman declared all the Ordinary Resolutions as set out in the Notice of AGM of the Company duly carried:-

ORDINARY BUSINESS**1. ORDINARY RESOLUTION 1****PAYMENT OF DIRECTORS' FEES OF RM124,757.00 FOR THE FINANCIAL YEAR ENDED 31 MARCH 2021**

THAT the payment of Directors' fees of RM124,757.00 for the financial year ended 31 March 2021 be and are hereby approved.

2. ORDINARY RESOLUTION 2**PAYMENT OF DIRECTORS' BENEFITS TO THE NON-EXECUTIVE DIRECTORS UP TO AN AMOUNT OF RM200,000.00 FROM 30 SEPTEMBER 2021 UNTIL THE NEXT ANNUAL GENERAL MEETING OF THE COMPANY**

THAT the payment of Directors' benefits to the Non-Executive Directors up to an amount of RM200,000.00 from 30 September 2021 until the next Annual General Meeting of the Company be and are hereby approved.

3. ORDINARY RESOLUTION 3**RE-ELECTION OF DIRECTOR**

THAT Magnus Kreuger, who is retiring pursuant to Article 90(1) of the Company's Constitution at the conclusion of this Annual General Meeting of the Company be and is hereby re-elected as Director of the Company.

4. ORDINARY RESOLUTION 4**ELECTION OF DIRECTOR**

THAT Dato' Mazlin Bin MD Junid who is retiring pursuant to Article 83 of the Company's Constitution at the conclusion of this Annual General Meeting of the Company be and is hereby elected as Director of the Company.

5. ORDINARY RESOLUTION 5**ELECTION OF DIRECTOR**

THAT Mr. Teh Li King who is retiring pursuant to Article 83 of the Company's Constitution at the conclusion of this Annual General Meeting of the Company be and is hereby elected as Director of the Company.

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6. ORDINARY RESOLUTION 6

ELECTION OF DIRECTOR

THAT Mr. Ong Soon Lim who is retiring pursuant to Article 83 of the Company's Constitution at the conclusion of this Annual General Meeting of the Company be and is hereby elected as Director of the Company.

7. ORDINARY RESOLUTION 7

RE-APPOINTMENT OF MESSRS. CROWE MALAYSIA PLT AS THE AUDITORS OF THE COMPANY AND AUTHORISATION FOR DIRECTORS TO DETERMINE THEIR REMUNERATION

THAT Messrs. Crowe Malaysia PLT, the retiring Auditors be and are hereby re-appointed as the Auditors of the Company and FURTHER THAT the Directors be and are hereby authorised to determine their remuneration.

8. ORDINARY RESOLUTION 8

AUTHORITY TO ISSUE SHARES

THAT subject always to the Companies Act 2016 ("Act"), the Constitution of the Company and approvals from Bursa Malaysia Securities Berhad and any other governmental/regulatory bodies, where such approval is necessary, authority be and is hereby given to the Directors pursuant to Section 75 and Section 76 of the Act to issue not more than ten per centum (10%) of the total number of issued shares of the Company at any time upon any such terms and conditions and for such purposes as the Directors may in their absolute discretion deem fit or in pursuance of offers, agreements or options to be made or granted by the Directors while this approval is in force until the conclusion of the next Annual General Meeting of the Company and that the Directors be and are hereby further authorized to make or grant offers, agreements or options which would or might require shares to be issued after the expiration of the approval hereof.

CLOSURE OF MEETING

The Chairman concluded the Meeting and thanked all present for their participation in the Twenty-Sixth AGM of the Company. The Chairman declared the meeting closed at 3.00 p.m.