

NOTICE IS HEREBY GIVEN THAT the Second Annual General Meeting ("2nd AGM") of Oppstar Berhad ("Oppstar" or the "Company") will be held at Auditorium, Hive 5, Taman Teknologi Mranti, Bukit Jalil, 57000 Kuala Lumpur on Monday, 28 August 2023 at 2.30 p.m. for the transaction of the following business:

ORDINARY BUSINESS

- To receive the Audited Financial Statements for the financial year ended 31 March 2023 together with the Reports of the Directors and Auditors thereon.
- To approve the payment of Directors' fees of RM 259,623 and benefits of RM 8,000 to the Independent Non-Executive Directors for the financial year ended 31 March 2023.
- To approve the payment of Directors' fees and benefits of up to RM 400,000 to the Independent Non-Executive Directors for the period from 1 April 2023 until the next annual general meeting ("AGM") of the Company to be held in 2024.
- To re-elect the following Directors who retire by rotation in accordance with Clause 164.1 of the Company's Constitution and who, being eligible, offer themselves for re-election: -
 - Mr. Ng Meng Thai; and
 - Mr. Foong Pak Chee.
- To re-appoint Messrs. BDO PLT as Auditors of the Company and to authorise the Directors to determine their remuneration.

Ordinary Resolution 1

Ordinary Resolution 2

Ordinary Resolution 3
Ordinary Resolution 4

Ordinary Resolution 5

SPECIAL BUSINESS

To consider and, if thought fit, to pass the following resolution, with or without modification, as an Ordinary Resolution:

6. AUTHORITY PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT, 2016 FOR THE DIRECTORS TO ALLOT AND ISSUE SHARES

"THAT, subject always to the Companies Act, 2016 ("the Act"), the Company's Constitution, the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") ("ACE LR") and the approvals of the relevant government and/or regulatory authorities, the Directors of the Company be and are hereby authorised, pursuant to Sections 75 and 76 of the Act, to allot and issue shares in the Company at any time until the conclusion of the next annual general meeting or the expiration of the period within which the next annual general meeting is required by law to be held or revoked/varied by resolution passed by the shareholders in general meeting whichever is the earlier and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion, deemed fit provided that the aggregate number of the shares to be issued does not exceed ten per centum (10%) of the total number of issued shares of the Company for the time being and that the Directors are also empowered to obtain the approval from Bursa Securities for the listing of and quotation for the additional shares to be issued.

THAT pursuant to Section 85 of the Act, read together with Clause 30 of the Company's Constitution, approval be and is hereby given to waive the statutory pre-emptive rights of the shareholders of the Company to be offered new shares ranking equally to the existing issued shares of the Company arising from issuance of new shares pursuant to this mandate.

AND THAT the new shares to be issued shall, upon allotment and issuance, rank equally in all respects with the existing shares of the Company, save and except that they shall not be entitled to any dividends, rights, allotments and/or any other forms of distribution that which may be declared, made or paid before the date of allotment of such new share."

Ordinary Resolution 6

- To transact any other business of which due notice shall have been given.

BY ORDER OF THE BOARD

OOI YOONG YOONG (MAICSA 7020753/ SSM PC NO. 202008002042)
Company Secretary

Penang
28 July 2023

Notes:-

Appointment of Proxy

- A proxy need not be a member and a member may appoint any person to be his proxy without limitation save that the proxy must be of full age.
- A member of the Company entitled to attend, participate, speak and vote at the meeting is entitled to appoint one (1) or more proxies (who need not be members) to attend, participate, speak and vote at the same meeting.
- Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he specifies the proportions of his shareholdings to be represented by each proxy.
- The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorized in writing.
- Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991 ("SICDA"), it may appoint at least one (1) proxy in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.
- Where a member is an exempt authorised nominee as defined under the SICDA which holds ordinary shares in the Company for multiple beneficial owners in one (1) 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.
- For a proxy to be valid, the instrument appointing a proxy must be made in a hard copy form or by electronic means in the following manner and must be received by the Company not less than forty-eight (48) hours before the time appointed for holding the meeting or adjourned meeting PROVIDED that in the event the member(s) duly execute(s) the Proxy Form but does/do not name any proxy, such member(s) shall be deemed to have appointed the Chairman of the meeting as his/his proxy, PROVIDED ALWAYS that the rest of the Proxy Form, other than the particulars of the proxy, have been duly completed by the member(s):
 - In hard copy form
The proxy form must be deposited at the office of the Company's Share Registrar, Securities Services (Holdings) Sdn. Bhd. at Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights 50490 Kuala Lumpur.
 - By electronic means via facsimile
The proxy form must be received by Securities Services (Holdings) Sdn. Bhd. via facsimile at +603-2094 9940.
 - By electronic means via email
The proxy form must be received by Securities Services (Holdings) Sdn. Bhd. via email at info@sshsb.com.my.
For option (ii) and (iii), the Company will require the member to deposit the original executed proxy form to the office of Share Registrar before or on the day of meeting for verification purpose.
- Any authority pursuant to which an appointment is made by a power of attorney must be deposited at the office of the Share Registrar before the cut-off time for the lodgement of the proxy form.
- Please ensure that ALL particulars as required in the Proxy Form are completed and the said Proxy Form is duly signed and dated.
- Last date and time for lodging the Proxy Form is **Saturday, 26 August 2023 at 2.30 p.m.**
- For corporate member who has appointed an authorised representative instead of a proxy to attend this meeting, please bring the **original / duly certified** certificate of appointment executed in the following manner if the Proxy Form has not been lodged at the office of the Share Registrar earlier. The certificate of appointment of authorised representative should be executed in the following manner:
 - If the corporate member has a common seal, the certificate of appointment should be executed under seal in accordance with the Constitution of the corporate member.
 - If the corporate member does not have a common seal, the certificate of appointment should be affixed with the rubber stamp of the corporate member (if any) and executed by:
 - at least two (2) authorised officers, of whom one shall be a director; or
 - any director and/or authorised officers in accordance with the laws of the country under which the corporate member is incorporated.

General Meeting Record of Depositors

- Only a depositor whose name appears on the Record of Depositors of the Company as at **21 August 2023** shall be entitled to attend this AGM or appoint proxies to attend, participate, speak and/or vote on his/her behalf.

Ordinary Business

- Audited Financial Statements for financial year ended 31 March 2023**

The audited financial statements are laid in accordance with Section 340(1)(a) of the Act for discussion only under Agenda 1. They do not require shareholders' approval and hence, will not be put for voting.

- Ordinary Resolutions 1 and 2 - Directors' fees and benefit**

Pursuant to Section 230(1) of the Act, the fees of the directors and any benefits payable to the directors of the Company and its subsidiaries shall be approved at a general meeting.

The Ordinary Resolutions 1 and 2 are to seek shareholders' approval on the payment of Directors' fees and benefits to the Independent Non-Executive Directors. In determining the estimated total amount of fees and benefits, the Board considered various factors including the number of scheduled meetings as well as the number of Directors involved in these meetings for the period from 1 April 2023 until the next AGM of the Company in 2024. In the event that the proposed amount is insufficient (due to enlarged Board size and additional number of meetings), approval will be sought at the next AGM to meet the shortfall.

- Ordinary Resolutions 3 and 4 - Re-election of Directors**

Clause 164.1 of the Company's Constitution states that one-third (1/3) of the Directors shall retire from office and shall be eligible for re-election at each AGM. All the Directors shall retire from office at least once in each three (3) years but shall be eligible for re-election.

Mr. Ng Meng Thai and Mr. Foong Pak Chee who retire in accordance with Clause 164.1 of the Company's Constitution and being eligible, have offered themselves for re-election.

In determining the eligibility of the Directors due for retirement to stand for re-election at the forthcoming 2nd AGM, the Nomination Committee ("NC") has assessed the retiring Directors and recommended the re-election of retiring Directors based on the following consideration:

- met the criteria of character, experience, integrity, competence and time commitment in discharging their roles as directors of the Company;
- their active participation at the Board meetings showed that they were prepared and were effective in the discharge of their responsibilities;
- they do not have any conflict of interest with the Company and its subsidiaries; and
- Mr. Foong Pak Chee is an Independent Non-Executive Director of the Company. He has fulfilled the requirements on independence as set out in the ACE LR.

Based on the above, the Board supports the re-election of the retiring Directors. The retiring Directors had abstained from deliberation and decision making on their own eligibility to stand for re-election at the relevant NC and Board meetings.

The profiles of the retiring Directors are provided on pages 19 and 22 in the Annual Report 2023.

- Ordinary Resolution 5 - Re-appointment of Messrs. BDO PLT as Auditors**

The Audit and Risk Management Committee ("ARMC") and the Board have considered the re-appointment of Messrs. BDO PLT as Auditors of the Company, are satisfied with the performance, competency, audit approach and independence of Messrs. BDO PLT and collectively agreed that they have met the relevant criteria prescribed by Rule 15.21 of the ACE LR. The Board endorsed ARMC's recommendation to seek for shareholders' approval to re-appoint Messrs. BDO PLT as external auditors of the Company and to authorise the Directors to fix their remuneration.

Special Business

- Ordinary Resolution 6 - Authority pursuant to Sections 75 and 76 of the Act for the Directors to allot and issue shares**

The proposed Ordinary Resolution 6, if passed, will give authority to the Directors to allot and issue up to a maximum of ten per centum (10%) of the total number of issued shares of the Company at any time in their absolute discretion and that such authority shall continue in force until the conclusion of the next annual general meeting of the Company or the expiration of the period within which the next annual general meeting is required by law to be held or revoked/varied by resolution passed by the shareholders in general meeting whichever is the earlier ("General Mandate").

By voting in favour, the shareholders of the Company will waive their statutory pre-emptive right and thus will allow the Directors to issue new shares to any person without first offering them to existing shareholders in proportion to their holdings pursuant to the General Mandate.

The new General Mandate will provide flexibility to the Company for any possible fund-raising activities, including but not limited to placing of shares, for purpose of funding future investment project(s), working capital and/or acquisitions as well as to avoid any delay and cost in convening general meeting to specifically approve such an issuance of shares.

At this juncture, there is no decision to issue new shares but the Directors consider it desirable to have the flexibility permitted to respond to market developments and to enable allotments to take place to finance business opportunities without making a pre-emptive offer to existing shareholders. If there should be a decision to issue new shares after the General Mandate is obtained, the Company will make an announcement in respect thereof.

Voting at 2nd AGM

- Pursuant to Rule 8.31A(1) of the ACE LR, all resolutions set out in the Notice of 2nd AGM will be put to vote by poll.