

CORPORATE GOVERNANCE OVERVIEW STATEMENT

INTRODUCTION

The Board of Directors (“the Board”) of Opcom Holdings Berhad and its subsidiaries (“Opcom” or “Group”) recognises the importance of good corporate governance and fully supports the principles and best practices as stipulated in the Malaysian Code of Corporate Governance (“MCCG”) to enhance business prosperity and maximise shareholders’ value. The Board will continuously evaluate the Group’s Corporate Governance practices and procedures and where appropriate will adopt and implement the best practices as enshrined in MCCG to the best interest of the shareholders of the Company.

Below is an overview statement and description in general on how the Group has applied the principles and complied with the best practice provisions as laid out in MCCG throughout the financial year ended 31 March 2019 pursuant to Rule 15.25 of ACE Market Listing Requirements (“AMLR”) of Bursa Malaysia Securities Berhad (“Bursa Securities”). The Board has also provided specific disclosures on the application of the practices in its Corporate Governance Report which could be obtained from the Company’s website at www.opcom.com.my. Shareholders are advised to read this overview statement together with the CG Report.

PRINCIPLE A – BOARD LEADERSHIP AND EFFECTIVENESS

Board Responsibilities

The Board is responsible for the Company’s overall strategic direction and objectives, its acquisition and divestment policies, financial policy, major investments and the consideration of significant financial matters. The Board’s spectrum of skills and experience gives added strength to the leadership, thus ensuring the Group is under the guidance of an accountable and competent Board.

The Board delegates certain responsibilities to the Board Committees, all of which operate within the defined terms of reference to assist the Board in discharging its fiduciary duties and responsibilities. The Board Committees include the Audit Committee, Nominating and Remuneration Committee, Tender Committee and Risk Management Committee. The respective committees report to the Board on matters considered and their recommendation thereon for decision-making and approval.

The Executive Director has many years of combined experience and have in-depth industry and market knowledge to lead and manage the Group’s business operations. The Executive Director is supported by a core team of Senior Management who manage the Group’s various business activities on a day-to-day basis. The management leadership team executes and implements the policies and strategies approved by the Board in compliance with the corporate governance, risk management and internal control framework of the Group.

The Group has a well-structured and process-oriented communications framework to keep the Board and its committees informed of the Group’s business activities on a continuous basis. Business workgroup activities are reported and measured against agreed KPIs of the Group’s yearly business plan on a monthly basis. The Group’s financial and operational performance are reviewed by the various relevant committees of the Board on a quarterly basis (or as and when required). The Board meets with the management team at least once every quarter to review the Group’s business activities, including important issues relating to business goals and objectives and internal controls.

The Board operates within a robust set of governance as set out below:

The Board has formally adopted a Board Charter, which provides guidance to the Board in the fulfilment of its roles, duties and responsibilities which are in line with the principles of good corporate governance. The Board Charter provides guidance for Directors and Management on the responsibilities of the Board, its Committees and requirements of Directors and it is subject to periodical review to ensure consistency with the Board’s strategic intent as well as relevant standards of corporate governance.

The Board is also committed to conducting business in accordance with the highest standards of business ethics and complying with applicable laws, rules and regulations. The Code of Conduct of the Board provides guidance for Directors regarding ethical and behavioural considerations and/or actions as they address their duties and obligation during their appointment. In ensuring that the direction and control of the Company is in the hand of the Board, a formal Schedule of Reserved Matters has been implemented, to guide and reserved matters specifically to the Board for decision making. The Schedule of Reserved Matters is provided to Directors upon appointment and it is kept up to date.

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The Board has also established a whistleblowing policy and procedures in enabling the employees to report on any suspected and/or known misconduct, wrongdoings, corruption, fraud and possible improprieties in financial reporting.

The Board Charter, Code of Conduct and the Schedule of Reserved Matters of the Board are made available for reference in the Company's website, www.opcom.com.my.

Roles and Responsibilities of the Company Secretaries

Presently, the Board is assisted by two (2) qualified company secretaries who are members of the Malaysian Institute of Chartered Secretaries and Administrators. The Company Secretaries support the Board in carrying out its fiduciary duties and stewardship role and play an advisory role to the Board, particularly with regards to the compliance with regulatory requirements, corporate disclosure and governance related issues. All Directors have unrestricted access to the advice and services of the company secretaries.

The appointment and removal of the Company Secretaries of the Board Committees shall be the prerogative of the Board as a whole.

The Board Meeting

For the financial year ended 31 March 2019, the Board held five (5) meetings. Directors' profiles and attendance to these meetings can be found in the Board of Directors' profile on pages 18 to 21. At Board Meetings, strategies and performance of the Group are being reviewed and evaluated in the light of any changing circumstances whether economic, social or political.

The Board meets regularly, at least once in every quarter, to review the Group's operations and performance. Additional meeting would be convened when urgent and important decision needs the Board's review and consideration between scheduled meetings.

Supply of and Access to Information and Advice

The Board has a formal schedule of matters reserved specifically for its decision. The Directors have full and timely access to all information pertaining to the Group's business and affairs, whether as a full Board or in their individual capacity, to enable them to discharge their duties. Prior to the Board meetings, the agenda for each meeting together with a full set of Board papers containing information relevant to the business of the meetings are circulated to the Directors. This allows sufficient time for any of the Board members to obtain further explanations or clarifications as may be needed from senior management and/or the company secretary or to consult independent advisers before the meetings.

Senior management personnel are invited to attend Board meetings to report on their areas of responsibility when necessary, to furnish the Board with detailed explanations and clarifications on issues that are tabled and/or raised at the Board meetings. External advisers may be invited to attend Board meetings at the expense of the Company when necessary.

At all times, all members of the Board have direct and unrestricted access to the senior management and the company secretary of the Company for information relating to business and affairs of the Group.

Training

The Directors assessed their own training needs and attended courses, seminars, conferences and talks to enhance their skill sets and knowledge to enable them to carry out their duties and discharge their responsibilities as directors of the Company. Additionally, the Directors kept themselves updated with the changes in the business and regulations through sharing and discussion in official Board meetings and unofficially through small group discussions among the Directors. Throughout the financial year under review, regular updates/briefing on regulatory and industry trends were held at Board and Committee meetings.

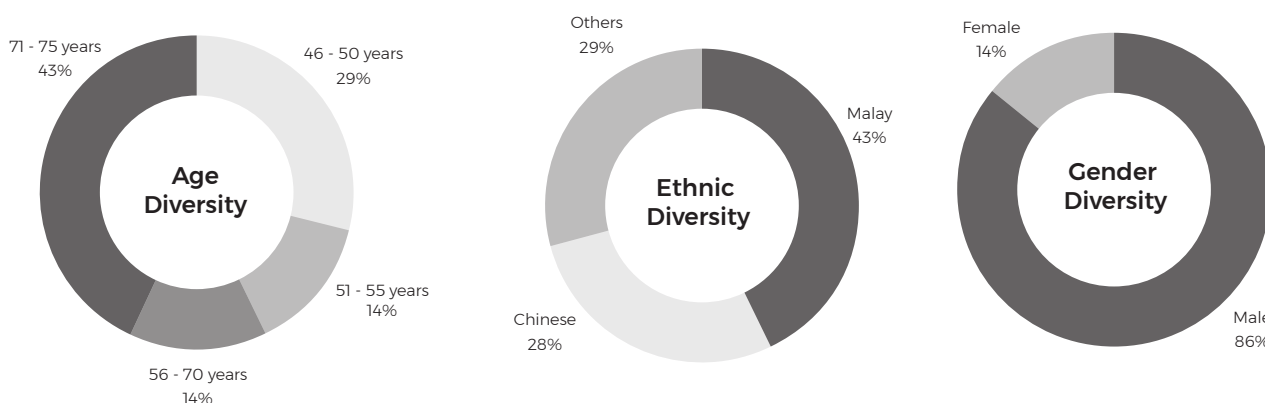
The Board has taken steps to ensure that its members have ongoing access to appropriate continuing education programmes in order to effectively discharge their functions effectively as directors.

Composition and Balance of the Board

The Board currently comprises seven (7) members, made up of one (1) Executive Director and six (6) Independent Non-Executive Directors. All six (6) Non-Executive Directors are Independent Non-Executive Directors, thus, this complies with Rule 15.02 of the Listing Requirements that at least one-third (1/3) of the Board is independent directors.

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The current board composition is illustrated as below:



The Directors have wide ranging experience and all have occupied or are currently occupying senior positions in the public and/or private sectors. A brief profile of each Board member is as set out on pages 18 to 21 of this Annual Report. The presence of independent directors fulfils a pivotal role in corporate accountability and the role of the independent directors is particularly important as they provide unbiased and independent views, advice and judgement.

During the financial year under review, Dato' Mohamed Sharil Bin Mohamed Tarmizi was appointed to the Board as an Independent Non-Executive Chairman and Mr Magnus Kreuger was appointed as Independent Non-Executive Director. The Nominating and Remuneration Committee ("NRC") had evaluated the suitability for their appointment, prior to making recommendation to the Board for consideration. Their appointment was recommended by the stakeholder.

Independent Directors

Criteria have been set to assess the independence of candidate for directors and existing directors based on the guidelines set out in the Listing Requirements. On an annual basis, the Directors are required to confirm their independence by completing the independence checklist.

The Company does not have term limits for Independent Directors as the Board believes there are significant advantages to be gained from the long-serving Directors who possess tremendous insight and in-depth knowledge of the Company's business and affairs. The Company will be adopting the two-tier voting process in this forthcoming Twenty-Fourth Annual General Meeting for the retention of Dato' Seri Panglima Zaini as Independent Director of the Company.

The NRC had undertaken a review and assessment of the level of independence of the independent directors of the Board and based on the assessment, the Board is generally satisfied with the level of independency demonstrated by the Independent Directors, i.e. they are independent of management and free from any business dealing or other relationship with the Group that could reasonably be perceived to materially interfere with their exercise of unfettered and independent judgement. Therefore, it has determined at the assessment carried out that Sven Janne Sjöden and Chan Bee Lean, who have served the Board for more than nine (9) years and Dato' Seri Panglima Zaini, who has served the Board for a cumulative term of beyond twelve (12) years, remain objective and independent in expressing their views and in participating in deliberation and discussion making of the Board and Board Committees.

The Board has commitment to increase the representation of women and people from cultural and linguistically diverse background. In addition, the Board supports broad diversity principles across the full range of diversified groups of people. The Group is committed to creating a supportive, flexible and fair work environment where difference among employees is respected. The aim is to provide a workplace that is free from all forms of discrimination and harassment and where all employees are given equal opportunities.

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Nominating & Remuneration Committee

NRC is responsible for the annual review of the required mix of skills and experience and core competency which Non-Executive Directors should bring to the Board and the annual assessment of the effectiveness of the Board as a whole, the Board Committees, the performance of each existing Director and its Independent Directors. Under the listing requirements, the NRC is also responsible to review the term of office of the audit committee and performance of the audit committee and each of its members annually.

Each Director evaluates the performance of the Board as a whole by way of a self-assessment questionnaires by individual Board member and the evaluation process is led by the NRC Chairman supported by the Company Secretary and Corporate Services Workgroup.

The NRC Report is as set out on pages 42 to 45 of this Annual Report, which outlines the NRC's membership, its responsibilities and summary of activities carried out during the year.

Directors' Remuneration

The aggregate remuneration of the Directors for the financial year ended 31 March 2019 is as follows:

Director	Company		Group			
	Directors' Fee (RM)	Allowances (RM)	Directors' Fee (RM)	Salaries (RM)	Allowances (RM)	Benefits-in-Kind (RM)
Tan Sri Mokhzani Mahathir	24,000	–	36,000	230,248	26,217	–
Chhoa Kwang Hua, Eric	24,000	–	60,000	142,481	107,597	97,102
Lt. Jen. Dato' Seri Panglima Zaini Bin Hj. Mohd Said SP (B)	24,000	29,000	36,000	–	29,000	–
Abdul Jabbar Bin Abdul Majid	24,000	21,000	36,000	–	21,000	–
Sven Janne Sjöden	24,000	25,500	24,000	–	25,500	–
Chan Bee Lean	24,000	18,000	24,000	–	18,000	–
Magnus Kreuger (Appointed on 19.10.2018)	12,000	3,000	12,000	–	3,000	–

The determination of the remuneration of the Non-Executive Directors will be a matter to be determined by the Board as a whole on the recommendation of the Chairman and Executive Director. Non-Executive Directors receive a fixed annual fees and allowances for attending Board and Board committee meetings.

The Board has established a policy and procedure to facilitate the NRC to review, consider and recommend to the Board for decision the remuneration package of the Executive Directors and Senior Management and is to be reviewed by the Board as required. The remuneration policy is made available for reference in the Company's website, www.opcom.com.my.

Executive Directors/Senior Management Remuneration

It shall be noted that all Executive Directors are also the top Senior Management. As required under the MCGG to disclose top five (5) Senior Management's remuneration in the band of RM50,000, the table append below shows the remuneration of the Executive Director (who is also the top Senior Management) in the following remuneration bands:

Range of Remuneration (RM)	Executive Directors/Senior Managements				
	Chhoa Kwang Hua, Eric	Lim Bee Khin	Yusree Putra Bin Alias	Rohiza Binti Husain	Ng Hui Tieng
150,000 and below					
150,001 - 200,000				✓	
200,001 - 250,000					✓
300,001 - 350,000		✓			
400,001 - 450,000	✓		✓		

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PRINCIPLE B – EFFECTIVE AUDIT AND RISK MANAGEMENT

Audit Committee

As of financial year ended 31 March 2019, the Company has in place an Audit Committee which comprises three (3) Independent Non-Executive Directors. The role of the Audit Committee is to oversee the processes for preparation and completion of the financial data. The Audit Committee reviews financial reports, related party transactions, situations of potential conflict of interests and the internal controls of the Group.

The Audit Committee has established formal and transparent arrangements to maintain an appropriate relationship with the Company's External Auditors. This includes policies and procedures to review the suitability and independence of the external auditor. During the financial year under review, the AC has received written assurance from external auditor confirming that it is and has been, independent throughout the conduct of the audit engagement in accordance with the terms of all relevant professional and regulatory requirements.

Financial Reporting

The Board aims to present a fair, balanced and meaningful assessment of the Group and the Company's financial performance and prospects. This is achieved primarily through the announcements of quarterly financial results and annual financial statements to Bursa Securities and the circulation of annual report to the shareholders. The Audit Committee assists the Board by reviewing the financial information to be disclosed, to ensure completeness, accuracy and adequacy prior to release to Bursa Securities.

Statement of Directors' Responsibility for Preparing the Financial Statements

The Directors are required by the Companies Act 2016 to prepare the financial statements for each financial year which give a true and fair view of the state of affairs of the Group and of the Company at the end of the financial year. In preparing the financial statements, the Directors have ensured that the applicable approved accounting standards in Malaysia, the provisions of the Companies Act 2016 and the AMLR of Bursa Securities have been applied. In preparing the financial statements, the Directors have:

- Selected suitable accounting policies and applied them consistently;
- Made judgements and estimates that are prudent and reasonable;
- Ensured that all applicable accounting standards have been adopted; and
- Prepared financial statements on a going concern basis as the Directors have a reasonable expectation, having made enquiries that the Group and the Company have adequate resources to continue in operational existence for the foreseeable future.

The Directors have responsibility for ensuring that the Group keeps accounting records which disclose with reasonable accuracy the financial position of the Group and of the Company and which enable them to ensure that the financial statements comply with the Companies Act 2016. The Directors have overall responsibility for taking reasonable steps to safeguard the assets of the Group and to prevent and detect fraud and other irregularities.

Internal Control

The Board acknowledges its overall responsibility for maintaining a sound system of internal control and the need to review its effectiveness regularly in order to safeguard the Group's assets and therefore shareholders' investments in the Group. This system, by its nature, can only provide reasonable but not absolute assurance against material misstatement, fraud or loss.

Currently, the Group does not maintain an Internal Audit Department but had outsourced its internal audit function to Moore Stephens Associates PLT, who reports directly to the Audit Committee, to ensure independent reviews be carried out on the adequacy and integrity of the Group's system of internal controls. The Board considers the system of internal controls instituted throughout the Group sound and sufficient. The total cost incurred for the Internal Audit activities of the Group for the financial year under review was RM60,000. The Statement on Risk Management and Internal Control furnished on pages 46 to 49 of the Annual Report provides an overview on the state of internal controls within the Group.

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Relationship with the Auditors

Through the Audit Committee, the Board has established and maintained a formal and transparent relationship with the Group's external and internal auditors. A summary of the activities of the Audit Committee during the financial year is set out under the Audit Committee Report on pages 39 to 41 of the Annual Report.

The Audit Committee will have a private session with the external auditors without the presence of any executive of the Group at least twice a year. Liaison and unrestricted communication exist between the Audit Committee and external auditors. The Audit Committee obtains reasonable assurance on the effectiveness of the internal control system through annual independent appraisal by the external auditors. The external auditors are invited to attend the Company's AGM.

Risk Management Committee

Risk Management Committee holds monthly meetings and reports to the Audit Committee. This Committee regularly reviews all risks including financial, operation and market risks and ensures risks and controls are kept updated to reflect current business situations and ensure relevance at any given time. Steps are taken to eliminate outdated and irrelevant risks and identify new and vulnerable risks, for which new controls will be affected. The Management, in keeping with good corporate governance practices, takes a serious view of ensuring that the Group is always on alert of any situation that might adversely affects its assets, income and ultimately, its profits.

Tender Committee

The Tender Committee of the Board is mandated to review the Group's procurement activities as well as the Group's commitment to undertake major business mandates with third parties. For procurement activities, the Tender Board reviews the recommendation of the management team to undertake expenditure or investment activities which require Board approvals.

The Committee also looks into and review business transactions beyond a certain financial threshold set by the Board, including the nature of the transaction, risks associated with the proposed transaction and the risk-reward considerations of the proposed transaction.

PRINCIPLE C – INTEGRITY IN CORPORATE REPORTING AND MEANINGFUL RELATIONSHIP WITH STAKEHOLDERS

Dialogue between the Company and Investors

The Board is committed to provide shareholders and investors accurate, useful and timely information about the Company, its business and its activities. Such information is communicated on a timely basis through the following channels:

- the various disclosures and announcements on Bursa Securities website including quarterly and annual results;
- the website developed by the Group known as www.opcom.com.my;
- the yearly annual report; and
- participating in investor forum with research analysts, fund managers and investors.

The Shareholders' Communication Policy is made available for reference in the Company's website.

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General Meeting

The AGM is the principal forum for dialogue with shareholders. The Company values feedback from its shareholders and encourages them to actively participate in discussion and deliberations. AGM is held yearly to consider the ordinary business of the Company and any other special businesses. Each item of special businesses included in the notice is accompanied by a full explanation of the effects of the proposed resolution. During the annual and other general meetings, shareholders have direct access to Board members who are on hand to answer their questions, either on specific resolutions or on the Company generally. The Chairman ensures that a reasonable time is provided to the shareholders for discussion at the meeting before each resolution is proposed.

In line with the requirements of the AMLR, poll voting will be conducted at the forthcoming twenty-fourth AGM. Summary of key matters will be published on the Company's website at www.opcom.com.my.

Shareholders who are unable to attend are allowed to appoint proxy(ies) to attend and vote on their behalf. Announcement will be made on the detailed results showing the numbers of votes cast and against each resolutions tabled at general meetings.

Statement On Material Contracts involving Directors' and Major Shareholders' Interest

There was no material contract entered into by the Group involving the directors' or major shareholders' interest during the financial year ended 31 March 2019.

Compliance with MCGG

The Board shall continue to strive for high standards of corporate governance throughout the Group. The Board is of the view that the Company has, in all material aspects, satisfactorily complied with the principles and practices set out in the MCGG except for the departures as set out in the Corporate Governance Report.

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OTHER INFORMATION

Audit Fees and Non-Audit Fees

The fees incurred for services rendered to the Group by the Group's external auditors for the financial year ended 31 March 2019 is as follows:

	Group (RM)	Company (RM)
Audit fees	191,000	43,000
Non-audit fees	10,000	10,000

Non-audit fees payable to the external auditors for the financial year ended 31 March 2019 by the Group is for review of Statement on Risk Management & Internal Control, and review of financial information contains in the Annual Report.

Material Contracts

There was no material contract entered into by the Group involving the directors' or major shareholders' interest during the financial year ended 31 March 2019.

Compliance with MCGG

The Board considers that the Company has complied with the provisions and applied the key principles of the MCGG throughout the FY2019 except for the below where the explanation for departure is disclosed in the Corporate Governance Report:

- Practice 4.6: In identifying candidates for appointment of directors, the Board utilises independent sources to identify suitably qualified candidates.
- Practice 12.2: All directors attend General Meetings. The Chair of the Audit, Nominating, Risk Management and other committees provide meaningful response to questions addressed to them.
- Practice 12.3: Listed companies with a large number of shareholders or which have meetings in remote locations should leverage technology to facilitate-
 - (a) including voting in absentia; and
 - (b) remote shareholders' participation at General Meetings.

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Recurrent Related Party Transactions

The recurrent related party transactions of a revenue or trading nature of Opcom Holdings Berhad (“Opcom”) and its subsidiaries (“Opcom Group”) made during the financial year ended 31 March 2019 pursuant to the shareholders’ mandate were as follows:

Transacting Party	Nature of Transaction	Interested Directors, Major Shareholders and Persons Connected	Aggregate Value (RM)
Opcom Sdn Bhd (“OSB”) Group and associated companies	Purchase of goods and services from OSB Group and its associated companies, including: <ul style="list-style-type: none"> • raw materials and components for the manufacture of fiber optic cables • fiber optic cables and accessories • fiber coloring, optical fiber, ribbon optical fibers, and ribboning products and services • other fiber optic cable related products • information and communication technology products and services • fiber optic cable and system project management, installation and related services • capital equipment, test equipment, software, other auxillary equipment and spare parts, installation testing, commissioning, technical support service and consultancy services and other such related products and services • product warranty and management and repairs of faulty products • as project consultants and advisers for business and market development in Malaysia and/or internationally • as agent and/or distributor for Opcom Group’s products and services in Malaysia and/or internationally • selected supply chain business activities including logistics, packing, warehousing, testing, validation, customer support service, et. al. • project management for plant infrastructure facilities and other such related services • plant and equipment on a turnkey basis, manufacturing-knowhow maintenance and ancillary services and parts thereof • IT services and other business services 	Tan Sri Mokhzani Mahathir ^a Dato’ Seri Mukhriz Mahathir ^b Tok Puan Norzieta Zakaria ^c Mirzan Mahathir ^d MOCSB ^e	4,345,113
	Letting of work and storage space to OSB (260 Square feet) at No. 11 Jalan Utas 15/7, 40200 Shah Alam for 1 year commencing from 1 October 2018 with monthly rental of RM286		1,350

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Transacting Party	Nature of Transaction	Interested Directors, Major Shareholders and Persons Connected	Aggregate Value (RM)
Airzed Broadband Sdn Bhd (“ABSB”)	Letting of Opcom’s open area of (4,890 square feet) at No. 11 Jalan Utas 15/7, 40200 Shah Alam, to ABSB for 3 years commencing from 1 September 2016 with monthly rental of RM1,650	Dato’ Seri Mukhriz Mahathir ^b Tok Puan Norzieta Zakaria ^c MOCSB ^e Chhoa Kwang Hua ^f	19,800
Unigel (UK) Limited Group (“Unigel Group”) and associated companies	Supply of goods and services to Unigel Group and its associated companies, including: <ul style="list-style-type: none"> • merchandise including all types of chemical compounds, fiber optic cable and related accessories as well as other industrial and consumer related products services, capital goods and building infrastructure and systems • selected supply chain business activities including logistics, packing, warehousing, testing, customer support services et. al. • all general management and IT services and other business activities • R&D and proto-typing services 	Chhoa Kwang Hua ^f UL ^g Hikari ^h	25,425,547
	Purchase of goods and services from Unigel Group and its associated companies, including: <ul style="list-style-type: none"> • cable related raw materials, components and other such related merchandise • gel related raw materials components and other such related merchandise • as agent and/or distributor for Opcom Group’s products and services • consultancy, technical advisory and related services and business services and provision of such related services 		1,575,332

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Transacting Party	Nature of Transaction	Interested Directors, Major Shareholders and Persons Connected	Aggregate Value (RM)
Hikari Composites Sdn. Bhd. ("HCSB")	Purchase of goods and services from HCSB, including: <ul style="list-style-type: none"> • fiber reinforced plastics related and other such related merchandise • consultancy, technical advisory and related services and business services and provision of such related services • capital equipment, test equipment, software, other auxillary equipment and spare parts, installation testing, commissioning, technical support service and consultancy services and other such related products and services 	Chhoa Kwang Hua ^f	113,923

Notes

Nature of interest:

- ^a Tan Sri Mokhzani Mahathir is the Chairman/Chief Executive Officer of Opcom and Opcom Cables Sdn Bhd ("OCSB"). Tan Sri Mokhzani Mahathir is the brother of Dato' Seri Mukhriz Mahathir and Mirzan Mahathir. He is also the brother-in-law of Tok Puan Norzieta Zakaria. Tan Sri Mokhzani Mahathir has resigned as Chairman/CEO of Opcom and OCSB on 1 June 2019.
- ^b Dato' Seri Mukhriz Mahathir is a major shareholder of Opcom.
- ^c Tok Puan Norzieta Zakaria, the spouse of Dato' Seri Mukhriz Mahathir is a director of OCSB, Unigel Compounds Sdn Bhd and Opcom Shared Services Sdn Bhd ("OSSSB"). She is a major shareholder and director of M Ocean Capital Sdn Bhd ("MOCSB"), OSB and ABSB.
- ^d Mirzan Mahathir, the brother of Tan Sri Mokhzani Mahathir and Dato' Seri Mukhriz Mahathir and the brother-in-law of Tok Puan Norzieta Zakaria is a director of OCSB and a shareholder of OSB. He is also a shareholder and director of MOCSB.
- ^e MOCSB is a major shareholder of Opcom.
- ^f Chhoa Kwang Hua, an Executive Director/Deputy Chief Executive Officer of Opcom is a director of UCSB and OSSSB. He is an alternate director to Tok Puan Norzieta Zakaria in OCSB. He is a major shareholder and director of ABSB, PRSB, Hikari Capital Limited ("HCL"), Unigel Limited ("UL") and Unigel IP.
- ^g UL, a 60% shareholder of Unigel Group and Unigel IP.
- ^h Hikari is the holding company of UL.