



OPCOM HOLDINGS BERHAD

Registration No. 199401036979 (322661-W)

(Incorporated in Malaysia)

ADDENDUM TO THE CIRCULAR TO SHAREHOLDERS OF OPCOM HOLDINGS BERHAD ("OPCOM" OR "THE COMPANY") DATED 29 JULY 2022 IN RELATION TO:-

- I. PROPOSED NEW SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE; AND**
- II. PROPOSED NEW SHARE BUY-BACK AUTHORITY**

(For consistency, the abbreviations used hereunder shall have the same meanings as defined in the Circular, where applicable, unless stated otherwise or defined herein.)

To all shareholders of OPCOM,

Reference is made to the Circular to Shareholders dated 29 July 2022 in relation to the proposed new shareholders' mandate for recurrent related party transactions of a revenue or trading nature; and proposed new share buy-back authority. We wish to inform that the purpose of this addendum is to provide the following additional information and statements to the Circular:-

Definitions:-

Unless where the context otherwise requires, the following additional definitions shall apply throughout the Circular:-

HHSB : Hextar Holdings Sdn. Bhd. [200601002945 (722692-V)]

HHSB Group of Companies : HHSB is an investment holding company with subsidiaries/associates involved in businesses of manufacturing, marketing and distribution of chemicals, pesticides, fertilizers, engineering, solar PV, equipment rental and supplies

Section 2.2 – Classes of Related Parties

Insertion of the following information to the existing Section 2.2 – Classes of Related Parties on page 3 of the Circular:-

Existing	
Related Parties	Principal Activities
CIBC	Trading.
HWSB	Manufacturing and distributions of disposable healthcare products.
HCSB	Production and trading of pesticides/ agrochemicals.
TKRSB	Renting and trading of mobile air conditioner, tent and event related equipment and tools, forklift and industrial battery.
PSSB	Lorry transport operator.
SCHSB	Research & Development in Oil & Gas and Chemicals

Proposed New	
Related Parties	Principal Activities
CIBC	Trading.
HWSB	Manufacturing and distributions of disposable healthcare products.
HCSB	Production and trading of pesticides/ agrochemicals.
TKRSB	Renting and trading of mobile air conditioner, tent and event related equipment and tools, forklift and industrial battery.
PSSB	Lorry transport operator.
SCHSB	Research & Development in Oil & Gas and Chemicals
HHSB	Manufactures, trades, and supplies formulated pesticides, fertilizers and specialty chemicals.

Section 2.3 – Nature of RRPTs

The additional classes of Related Parties having interest in the RRPTs for which the shareholders' approval on the Proposed New Mandate is sought in respect of transactions to be entered into by companies within Opcom Group are as follows:-

i) Proposed New Mandate

Existing						
Transacting Party	Related Parties	Nature of Transactions	Interested Directors, Major Shareholders and Persons Connected	Actual Value Transacted from the date of the first transaction up to LPD **	Estimated Aggregate Value during the Proposed New Mandate Period * (RM)	Notes
Opcom Group (<i>purchaser</i>)	HWSB (<i>seller</i>)	Purchase of goods from HWSB, .e.g, but not limited to sanitising chemicals.	Dato' Ong Choo Meng	5,000	50,000	(1)
Opcom Group (<i>seller</i>)	CIBC (<i>recipient</i>)	Supply of goods/ services to CIBC, e.g., but not limited to anti-fungus, cement additives, lubricant and/or other related products.	Dato' Ong Choo Meng Ong Soon Lim Teh Li King	-	16,900,000	(1) (2) (3)

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Opcom Group (<i>seller</i>)	CIBC (<i>recipient</i>)	Supply of goods/ services to CIBC, e.g., but not limited to anti-fungus, cement additives, lubricant and/or other related products.	Dato' Ong Choo Meng Ong Soon Lim Teh Li King	-	16,900,000	(1) (2) (3)

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Transacting Party	Related Parties	Nature of Transactions	Interested Directors, Major Shareholders and Persons Connected	Actual Value Transacted from the date of the first transaction up to LPD **	Estimated Aggregate Value during the Proposed New Mandate Period * (RM)	Notes
Opcom Group (<i>purchaser</i>)	HCSB (<i>seller</i>)	Purchase of goods/ services from HCSB, e.g. but not limited to raw materials, chemicals.	Dato' Ong Choo Meng Teh Li King	3,416	3,410,000	(1) (3)
Opcom Group (<i>purchaser</i>)	PSSB (<i>seller</i>)	Purchase of goods/ services from PSSB, e.g. but not limited to transportation services.	Dato' Ong Choo Meng Ong Soon Lim Teh Li King	18,055	100,000	(1) (2) (3)
Opcom Group (<i>purchaser</i>)	SCHSB (<i>seller</i>)	Purchase of goods/ services from SCHSB, e.g. but not limited to intellectual properties such as consultancy, technical advisory and related services and business services and provision of such related services.	Dato' Ong Choo Meng	-	140,000	(1)

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Opcom Group (<i>purchaser</i>)	PSSB (<i>seller</i>)	Purchase of goods/ services from PSSB, e.g. but not limited to transportation services.	Dato' Ong Choo Meng Ong Soon Lim Teh Li King	18,055	100,000	(1) (2) (3)
Opcom Group (<i>purchaser</i>)	SCHSB (<i>seller</i>)	Purchase of goods/ services from SCHSB, e.g. but not limited to intellectual properties such as consultancy, technical advisory and related services and business services and provision of such related services.	Dato' Ong Choo Meng	-	140,000	(1)

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Transacting Party	Related Parties	Nature of Transactions	Interested Directors, Major Shareholders and Persons Connected	Actual Value Transacted from the date of the first transaction up to LPD **	Estimated Aggregate Value during the Proposed New Mandate Period * (RM)	Notes
Opcom Group <i>(purchaser)</i>	TKRSB <i>(seller)</i>	i. Purchase of capital equipment from TKRSB, e.g. but not limited to forklift.	Dato' Ong Choo Meng	131,110	200,000	(1)
		ii. Purchase of goods/ services from TKRSB, e.g. but not limited to forklift batteries.		360	50,000	

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-	-	-	-	-	-	-

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Opcom Group (<i>seller</i>)	HHSB Group of Companies (<i>purchaser</i>)	i. Supply of goods/services to HHSB Group of Companies. e.g. but not limited to engineering, consultation, maintenance and service management.	Dato' Ong Choo Meng Teh Li King	-	500,000,000	(1) (3)
Opcom Group (<i>purchaser</i>)	HHSB Group of Companies (<i>seller</i>)	ii. Purchase of goods/services from HHSB Group of Companies. e.g. but not limited to chemicals, R&D, and Solar PV systems.				

Notes:

(1) *Dato' Ong Choo Meng, the non-independent executive director and is also a Major Shareholder of Hextar Global Berhad ("HGB"), the holding company of HWSB and HCSB. He is the Major Shareholder of Hextar Technologies Solutions Berhad (formerly known as Complete Logistic Services Berhad) ("HTSB"), the holding company of CIBC. He is the Major Shareholder of HTSB, the holding company of PSSB;*

Dato' Ong Choo Meng is the non-independent non-executive director of Hextar Industries Berhad ("HIB"), the holding company of TKRSB. He is also the Major Shareholder of SCHSB;

Dato' Ong Choo Meng is the director and Major Shareholder of HHSB, the ultimate holding company of HGB and HIB.

(2) *Ong Soon Lim, the executive director of Opcom, is also the director of HTSB Group, and the uncle of Dato' Ong Choo Meng.*

(3) *Teh Li King, is the non-independent non-executive director of Opcom and HTSB, the director of HCSB and **TKRSB**. He is also a shareholder of HGB.*

* *The estimated values are merely estimates for the period from the forthcoming AGM to the next AGM. The estimated value is based on the latest available information relating to the aforesaid transactions and historical trends and may vary.*

** *The RRPTs transacted are crucial to sustaining the daily operation of Opcom Group, any delay might distort the business operation. The date of first transaction varies and the percentage ratio for the transaction(s) from the date of first transaction up to the date of the forthcoming 27th AGM is less than 5% and hence, no shareholders' approval is required.*

This Addendum is dated 22 August 2022.