

Date: 28/09/2022

Dear Valued Unit Holder(s),

NOTICE ON UNIT HOLDER'S MEETING IN RELATION TO OPUS MONEY PLUS FUND ("FUND")

First and foremost, we thank you for investing in the Fund.

We wish to inform you that we, as the manager for the Fund, will be convening a meeting of Unit Holders to seek your approval on certain changes to be made to the Fund as set out in the notice of meeting.

You are cordially invited to attend and vote at the meeting of Unit Holders. The details of the meeting of Unit Holders are as follows:

Date : 21 October 2022
Time : 9.30 a.m.
Venue : Ozone, Unit B-20-2, Northpoint Offices, Mid Valley City, No. 1, Medan Syed Putra Utara, 59200 Kuala Lumpur

We enclose herewith the notice of meeting of Unit Holders, form of proxy and the Manager's explanatory notes for your information.

If you are unable to attend and wish to appoint a proxy to participate and vote on your behalf at the meeting of Unit Holders, please be reminded that the executed form of proxy must be deposited between 9.00 a.m. to 5.00 p.m. from Monday to Friday at Unit B-20-1, Northpoint Offices, Mid Valley City, No. 1 Medan Syed Putra Utara, 59200 Kuala Lumpur, **not later than 9.30 a.m. on Wednesday, 19 October 2022.**

Your kind attention to the above matter is most appreciated.

For and on behalf of the Manager,
Opus Asset Management Sdn Bhd



.....
Siaw Wei Tang
Managing Director

OPUS MONEY PLUS FUND

NOTICE OF MEETING

NOTICE IS HEREBY GIVEN for the convening of a meeting of the unit holders of the Opus Money Plus Fund (hereinafter referred to as the “**Fund**”) by the manager of the Fund, Opus Asset Management Sdn Bhd (hereinafter referred to as the “**Manager**”), pursuant to Clause 17.3.1 of the deed dated 13 July 2018 as modified by the first supplemental deed dated 22 September 2021 (hereinafter referred to as the “**Deed**”).

The meeting will be held at Ozone, Unit B-20-2, Northpoint Offices, Mid Valley City, No. 1, Medan Syed Putra Utara, 59200 Kuala Lumpur on Friday, 21 October 2022 at 9.30 a.m. to consider and, if deemed appropriate by the unit holders, to pass the following resolutions:

RESOLUTION 1

That approval be and is hereby given to the Manager to change the category of the Fund from a money market fund to a bond fund pursuant to a change to the investment policy and strategy as well as the asset allocation of the Fund.

RESOLUTION 2

That approval be and is hereby given to the Manager to change the distribution policy of the Fund to allow the Fund to declare distribution out of its capital.

RESOLUTION 3

That approval be and is hereby given to the Manager to pay all such fees and expenses in relation to the fund valuation and accounting services out of the Fund.

RESOLUTION 4

That, subject to the passing of resolution 1, resolution 2 or resolution 3, approval be and is hereby given to the trustee of the Fund (“**Trustee**”) and the Manager where necessary, to do all such acts, deeds and things and to execute, sign and deliver all such documents and/or agreements as the Trustee and the Manager shall deem fit, expedient or may be necessary to implement and give effect to the matters referred to in resolution 1, resolution 2 or resolution 3 without further reference to the unit holders of the Fund, with full power to assent to any conditions, modifications, variations and/or amendments as may be required or as the Trustee and/or the Manager may in its or their discretion deem fit or expedient for the benefit of the unit holders of the Fund or as may be required by the relevant authorities.

The attention of the unit holders is drawn to the following clauses of the Deed:

Clause 17.4.1

The quorum required for a meeting of the Unit Holders of the Fund or a class of Units, as the case may be, shall be five (5) Unit Holders, whether present in person or by proxy; however, if the Fund or a class of Units, as the case may be, has five (5) or less Unit Holders, the quorum required for a meeting of the Unit Holders of the Fund or a class of Units, as the case may be, shall be two (2) Unit Holders, whether present in person or by proxy. If the meeting has been convened for the purpose of voting on a Special Resolution, the Unit Holders present in person or by proxy must hold in aggregate at least twenty five per centum (25%) of the Units in circulation of the Fund or a class of Units, as the case may be, at the time of the meeting.

Clause 17.4.3

Every question arising at any Unit Holders’ meeting shall be decided in the first instance by a show of hands unless a poll be demanded or, if it be a question which under this Deed requires a Special Resolution a poll shall be taken.

Clause 17.4.4

On a voting by show of hands every Unit Holder who is present in person or by proxy shall have one vote.

Clause 17.4.5

Upon a voting by poll, the votes by every Unit Holder present in person or by proxy shall be proportionate to the number or to the value of Units held by him. For the avoidance of doubt, when the Unit Holders' meeting convened involves a particular class of Units, the votes by the Unit Holder shall be proportionate to the number of Units held by him in that particular class of Units; when the Unit Holders' meeting convened is at the Fund level or involves more than one (1) class of Units, the votes by the Unit Holder shall be proportionate to the value of Units held by him.

Clause 17.4.6

A poll may be demanded before or immediately after any question is put to a show of hands.

Clause 17.4.7

A poll may be demanded by the chairman of the meeting, the Trustee, the Manager or by Unit Holders holding (or representing by proxy) between them not less than one-tenth (1/10) of the total number of Units then in issue.

Clause 17.4.12

Every Unit Holder entitled to attend a meeting and to vote thereat may vote personally or by proxy. The proxy appointed need not be a Unit Holder. Where a Unit Holder is a company, the proxy may be any officer of such company appointed in the manner provided in section 333(1) of the Companies Act 2016. The Manager or the Trustee may accept a certificate under section 333(5) of the Companies Act 2016 as evidence of the proxy's appointment. The proxy may exercise on behalf of the company the same powers as the company could if it were a natural person and the company is to be taken to be a natural person present at the meeting in person.

Clause 17.4.13

In the case of Jointholders, any one of such Jointholders may vote either personally or by proxy, but if Jointholders are present at any meeting either personally or by proxy, the Jointholder whose name stands first in the register of Unit Holders shall alone be entitled to vote in respect thereof.

Clause 17.4.18

The instrument appointing a proxy shall be duly stamped, if required, and deposited at the office of the Manager not less than forty-eight (48) hours before the time appointed for the meeting or adjourned meeting as the case may be at which the person named in such instrument proposes to vote.

Clause 17.4.19

A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or the power of attorney or other authority under which the proxy was signed or the sale of Units in respect of which the proxy was given provided that no intimation in writing of such death, insanity, revocation or sale shall have been received at the place so appointed for the deposit of proxies or if no such place is appointed at the registered office of the Manager before the commencement of the meeting or adjourned meeting at which the proxy is used.

Clause 17.4.20

If within one (1) hour from the time appointed for the meeting a quorum is not present, the meeting if convened upon the request of Unit Holders shall be dissolved. In any other case, it shall stand adjourned to such day and time not being less than seven (7) days thereafter and to such place as may be appointed by the chairman; at such adjourned meeting, the Unit Holders present in person or by proxy shall be the quorum for the transaction of business including the passing of Special Resolutions if the quorum prescribed by this Deed is not present after one (1) hour from the time appointed for the adjourned meeting.

Clause 17.4.21

At least seven (7) days' notice of any adjourned meeting of Unit Holders shall be given in the same manner as for an original meeting and such notice shall state that the Unit Holders present at the adjourned meeting whatever their number and the number of Units held by them will form a quorum

for the adjourned meeting if the quorum prescribed by this Deed is not present after one (1) hour from the time appointed for the adjourned meeting.

Clause 17.4.26

Resolutions passed at a meeting of Unit Holders bind all Unit Holders whether or not they were present at the meeting at which the resolutions were passed. No objection may be made as to any vote cast unless such objection is made at the meeting.

Clause 21.1.1

A modification may be made to this Deed only by a deed, expressed to be supplemental to this Deed, entered into between the Manager and the Trustee and lodged by the Manager with the relevant authorities for registration.

An instrument of proxy is enclosed herewith and, if used, should be deposited at the office of the Manager between 9.00 a.m. to 5.00 p.m. from Monday to Friday at Unit B-20-1, Northpoint Offices, Mid Valley City, No. 1 Medan Syed Putra Utara, 59200 Kuala Lumpur, not later than 9.30 a.m. on Wednesday, 19 October 2022.

Resolution 1, resolution 2 and resolution 3 must be approved by not less than two-third (2/3) of all the unit holders present at the meeting, whereas resolution 4 must be approved by a simple majority.

Please note that an institutional unit trust scheme adviser (IUTA) who holds units in the Fund is the only person recognized as the unit holder. The Manager does not recognize the investors/beneficiaries of the IUTA and the IUTA shall be responsible for managing these investors/beneficiaries.

Date: 28 September 2022

For and on behalf of the Manager,
Opus Asset Management Sdn Bhd



Siaw Wei Tang
Managing Director

Encl: Form of Proxy and Explanatory Notes

- c.c. 1. *SCBMB Trustee Berhad*
 2. *Securities Commission Malaysia*

OPUS MONEY PLUS FUND

FORM OF PROXY

I/We (block letters, please)
 (NRIC No./Passport No.:/Registration No.:.....)
 being a unit holder ofunits in the Opus Money Plus Fund hereby
 appoint the chairman of the meeting* / (NRIC No./Passport
 No.:.....)* or failing him/her, the chairman of the meeting, as my/our proxy
 to vote for me/us and on my/our behalf at the unit holders' meeting to be held on Friday, 21 October
 2022 at 9.30 a.m. and at any adjournment thereof.

My/Our said proxy has my/our instructions to vote:

- (a) *in favour of the resolutions as stated in the notice of meeting as indicated hereunder*;*
- (b) *against the resolutions as stated in the notice of meeting as indicated hereunder*;*
- (c) *as he/she deems fit in respect of the resolutions as stated in the notice of meeting*.*

RESOLUTIONS	FOR#	AGAINST#
<p>RESOLUTION 1</p> <p>That approval be and is hereby given to the Manager to change the category of the Fund from a money market fund to a bond fund pursuant to a change to the investment policy and strategy as well as the asset allocation of the Fund.</p>		
<p>RESOLUTION 2</p> <p>That approval be and is hereby given to the Manager to change the distribution policy of the Fund to allow the Fund to declare distribution out of its capital.</p>		
<p>RESOLUTION 3</p> <p>That approval be and is hereby given to the Manager to pay all such fees and expenses in relation to the fund valuation and accounting services out of the Fund.</p>		
<p>RESOLUTION 4</p> <p>That, subject to the passing of resolution 1, resolution 2 or resolution 3, approval be and is hereby given to the trustee of the Fund ("Trustee") and the Manager where necessary, to do all such acts, deeds and things and to execute, sign and deliver all such documents and/or agreements as the Trustee and the Manager shall deem fit, expedient or may be necessary to implement and give effect to the matters referred to in resolution 1, resolution 2 or resolution 3 without further reference to the unit holders of the Fund, with full power to assent to any conditions, modifications, variations and/or amendments as may be required or as the Trustee and/or the Manager may in its or their discretion deem fit or expedient for the benefit of the unit holders of the Fund or as may be required by the relevant authorities.</p>		

Please indicate your vote "For" or "Against" with an "X" or "✓" within the box provided.

In the absence of any specific instructions, my/our proxy will vote or abstain from voting on the resolutions as he/she thinks fit.

If unit holder is an individual:

SIGNED by the said (unit holder's name) on the day of in the presence of:

.....
(Witness's signature)

.....
(Signature of unit holder)

If unit holder is a company:

* THE COMMON SEAL of the said was hereto affixed on the day of in accordance with its Constitution in the presence of:

* The company stamp of the said was hereto affixed on the day of

.....
(Authorised signatory's
signature)
Name:

.....
(Authorised signatory's
signature)
Name:

.....
(Common Seal/
Company Stamp)

** Please delete as appropriate*

Notes:

1. *This form of proxy must be deposited at the Manager's office between 9.00 a.m. to 5.00 p.m. from Monday to Friday at Unit B-20-1, Northpoint Offices, Mid Valley City, No. 1 Medan Syed Putra Utara, 59200 Kuala Lumpur, not later than 9.30 a.m. on Wednesday, 19 October 2022.*
2. *In the case of Jointholders, any one of such Jointholders may vote either personally or by proxy as comprised in the jointholding, but if Jointholders are present at any meeting either personally or by proxy, the Jointholder whose name stands first in the register shall alone be entitled to vote in respect thereof.*
3. *Where a unit holder is a company, the proxy may be any representative of such company appointed in the manner provided in section 333(1) of the Companies Act 2016.*

OPUS MONEY PLUS FUND

THE MANAGER'S EXPLANATORY NOTES IN RESPECT OF THE RESOLUTIONS PROPOSED FOR THE UNIT HOLDERS' MEETING TO BE HELD ON 21 OCTOBER 2022

1. Resolution 1

1.1 The Fund is currently a money market fund.

1.2 The Manager is proposing to change the fund category of the Fund to a bond fund following its intention to change the investment policy and strategy and the asset allocation of the Fund.

1.3 The change in the investment policy and strategy of the Fund will allow the Manager to have the flexibility to enhance the yield of the Fund by investing in a portfolio with an average duration of less than two (2) years to maturity, while having similar risk characteristic to the current asset allocation strategy.

1.4 Subject to any amendment as may be required by the Securities Commission Malaysia, the Manager is proposing to amend the investment policy and strategy and the asset allocation of the Fund as follows:

	Current disclosure in the Fund's Prospectus	Proposed amendments
Investment policy and strategy	<p>The Fund seeks to achieve its objective by investing in liquid fixed income securities, money market instruments and deposits with an average duration of less than one (1) year to maturity.</p> <p>The Fund will invest in Malaysian fixed income securities and money market instruments which are issued by corporations and/or financial institutions, and/or issued or guaranteed by the Malaysian government, Bank Negara Malaysia, government-related entities and/or quasi-government related entities.</p>	<p>The Fund seeks to achieve its objective by investing in liquid fixed income securities, money market instruments and deposits with an average duration of less than two (2) years to maturity.</p> <p>The Fund will invest in Malaysian fixed income securities and money market instruments which are issued by corporations and/or financial institutions, and/or issued or guaranteed by the Malaysian government, Bank Negara Malaysia, government-related entities and/or quasi-government related entities.</p>
Asset allocation	<ul style="list-style-type: none"> • A minimum 90% of its NAV in fixed income securities, money market instruments and deposits which have a remaining maturity period of up to 365 days; and • Up to 10% of its NAV in fixed income securities, money market instruments and deposits which have a remaining maturity period of more than 365 days but less than 732 days. 	<ul style="list-style-type: none"> • A minimum 60% of its NAV in fixed income securities, money market instruments and deposits which have a remaining maturity period of up to 397 days; and • A maximum 40% of its NAV in fixed income securities and money market instruments which have a remaining maturity period of more than 397 days but less than 732 days.

2. Resolution 2

- 2.1 Currently, the Fund intends to distribute income, if any, at least once a month. Distribution of income can only be made from realised gains or realised income.
- 2.2 The Manager is proposing to change the distribution policy of the Fund to allow the Fund to declare distribution out of the Fund's capital in addition to realised gains and realised income pursuant to the provisions of the Guidelines on Unit Trust Funds issued by the Securities Commission Malaysia which allows a variable price fund such as the Fund to declare distribution out of its capital.
- 2.3 Although the intention of the Manager is to declare distribution out of the Fund's realised gains and/or realised income, the Manager would like to have the flexibility to declare distribution out of the Fund's capital in unforeseen circumstances where the Fund has insufficient realised gains and/or realised income to do so. This would also allow the Manager the flexibility to also increase the amount of distributable income to the unit holders after taking into consideration the risk of distributing out of capital.
- 2.4 If the resolution is passed, and if the Fund declares distribution out of its capital, unit holders should be aware that the Fund's capital will be eroded, the distribution is achieved by foregoing the potential for future capital growth and this cycle may continue until all capital is depleted. The greater the risk of capital erosion that exists, there is likelihood that, due to capital erosion, the value of future returns would also be diminished.
- 2.5 If the Fund were to declare distribution out of its capital after the passing of this resolution, the composition of distribution payments sourced from income and capital will be disclosed in the Fund's semi-annual and annual reports, both in terms of value and percentage.

3. Resolution 3

- 3.1 Currently, the fees in relation to fund valuation and accounting is borne by the Manager.
- 3.2 The Manager is proposing to include the fees in relation to fund valuation and accounting as part of the Fund's expenses pursuant to the provisions of the revised Guidelines on Unit Trust Funds issued by the Securities Commission Malaysia which allows such fees to be payable out of the Fund's net asset value. As such expense is directly related and necessary to the operation and administration of the Fund, the Manager is of the view that such expense should be payable out of the Fund's net asset value.
- 3.3 If the resolution is passed, the fees in relation to fund valuation and accounting will be calculated and accrued on a daily basis in the net asset value per unit of the Fund, and such fees will be payable out of the Fund's net asset value.

4. Resolution 4

- 4.1 That, subject to the passing of resolution 1, resolution 2 or resolution 3, approval be and is hereby given to the Trustee and the Manager where necessary, to do all such acts, deeds and things and to execute, sign and deliver all such documents and/or agreements as the Trustee and the Manager shall deem fit, expedient or may be necessary to implement and give effect to the matters referred to in resolution 1, resolution 2 or resolution 3, without further reference to the unit holders of the Fund, with full power to assent to any conditions, modifications, variations and/or amendments as may be required or as the Trustee and/or the Manager may in its or their discretion deem fit or expedient for the benefit of the unit holders of the Fund or as may be required by the relevant authorities.
- 4.2 Subject to the passing of resolution 1, the salient changes to be made to the Fund will be as follows:
(a) the investment restrictions and limits applicable to the Fund will be changed; and
(b) new risk associated with the investments of the Fund such as risk of distributing out of capital will apply to the Fund.

The aforesaid changes will be reflected in a supplemental prospectus which will be issued after the registration of the same by the Securities Commission Malaysia.