

# NOTICE OF EXTRAORDINARY GENERAL MEETING FOR SHAREHOLDERS

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting ("EGM") for shareholders of ICT Zone Asia Berhad ("ICT Zone Asia" or "Company") will be conducted by way of fully virtual basis through live streaming via Remote Participation and Voting ("RPV") Facilities using Vote2U at <https://web.vote2u.my> (Domain Registration No. with MYNIC - D6A471702) provided by Agmo Digital Solutions Sdn Bhd in Malaysia on Friday, 21 June 2024 at 10:00 a.m. or at any adjournment thereof, for the purpose of considering and if thought fit, passing with or without modifications, the following resolutions:

## SPECIAL RESOLUTION 1

### PROPOSED VOLUNTARY WITHDRAWAL OF ICT ZONE ASIA'S LISTING FROM THE LEAP MARKET OF BURSA MALAYSIA SECURITIES BERHAD ("BURSA SECURITIES") ("PROPOSED WITHDRAWAL")

"THAT subject to the passing of the Special Resolution 2, Ordinary Resolution 1 and the approval of all relevant authorities and/or parties as set out in the circular to shareholders dated 27 May 2024 ("Circular") being obtained for the Proposed Withdrawal and Proposed Listing ("Proposed Transfer of Listing") including resolutions to be passed by the irremovable convertible preference shares holders ("ICPS holders") of the Company, approval be and is hereby given for the Company to undertake the Proposed Withdrawal (details of which were set out in Section 2.1 of Part A of the Circular);

AND THAT the Directors of the Company be and are hereby empowered and authorised to do the following:

- to take all steps and to do all acts, deeds and things as they may consider necessary, expedient and/or appropriate to execute, sign, deliver and cause to be delivered on behalf of the Company of all such documents and/or applications to implement, complete and give full effect to the Proposed Withdrawal; and
- to assent any conditions, modifications, variations and/or amendments to the terms of the Proposed Withdrawal as may be required by Bursa Securities or any of the relevant authorities or in such manner as the Directors may in their absolute discretion deem fit or expedient for the benefit of the Company."

## SPECIAL RESOLUTION 2

### PROPOSED AMENDMENTS TO THE CONSTITUTION OF ICT ZONE ASIA TO ENSURE COMPLIANCE WITH THE ACE MARKET LISTING REQUIREMENTS OF BURSA SECURITIES PURSUANT TO THE PROPOSED LISTING AND THE COMPANIES ACT 2016 ("PROPOSED AMENDMENTS")

"THAT subject to the passing of the Special Resolution 1 and Ordinary Resolution 1, approval be and is hereby given for the Company to implement the Proposed Amendments with effect from the date of listing of ICT Zone Asia on the ACE Market of Bursa Securities as set out in Appendix III of the Circular;

AND THAT the Directors of the Company be and are hereby empowered and authorised to do the following:

- to take all steps and to do all acts, deeds and things as they may consider necessary, expedient and/or appropriate to execute, sign, deliver and cause to be delivered on behalf of the Company of all such documents and/or applications to implement, complete and give full effect to the Proposed Amendments; and
- to assent any conditions, modifications, variations and/or amendments to the terms of the Proposed Amendments as may be required by Bursa Securities or any of the relevant authorities or in such manner as the Directors may in their absolute discretion deem fit or expedient for the benefit of the Company."

## ORDINARY RESOLUTION 1

### PROPOSED LISTING AND QUOTATION FOR THE ENTIRE ENLARGED ISSUED ICT ZONE ASIA SHARES ON THE ACE MARKET OF BURSA SECURITIES ("PROPOSED LISTING")

"THAT subject to the passing of Special Resolutions 1 and 2, and the approval of all relevant authorities and/or parties as set out in the Circular being obtained for the Proposed Withdrawal and Proposed Listing including the resolutions of the ICPS holders of the Company, approval be and is hereby given for the Company to undertake the Proposed Listing (details of which were set out in Section 2.2 of Part A of the Circular);

THAT pursuant to Section 85 of the Companies Act 2016 read together with Clause 61 of the Company's Constitution, the shareholders of the Company do hereby waive their statutory pre-emptive rights to be first offered new ordinary shares of the Company ("Shares") ranking equally to the existing Shares arising from any issuance of Shares pursuant to the proposed initial public offering of the Shares to be implemented in conjunction with the Proposed Transfer of Listing AND THAT Company is exempted from the obligation to offer such new Shares first to the existing shareholders of the Company prior to the issuance and allotment of new Shares to investors to be identified later;

AND THAT the Directors of the Company be and are hereby empowered and authorised to do the following:

- to take all steps and to do all acts, deeds and things as they may consider necessary, expedient and/or appropriate to execute, sign, deliver and cause to be delivered on behalf of the Company of all such documents and/or applications to implement, complete and give full effect to the Proposed Listing; and
- to assent any conditions, modifications, variations and/or amendments to the terms of the Proposed Listing as may be required by Bursa Securities or any of the relevant authorities or in such manner as the Directors may in their absolute discretion deem fit or expedient for the benefit of the Company."

## ORDINARY RESOLUTION 2

### PROPOSED SPECIAL ALLOCATION OF UP TO 200,000 ISSUE SHARES TO KAREN YAP PIK LI ("PROPOSED SPECIAL ALLOCATION TO KAREN YAP PIK LI")

"THAT subject to the passing of the Special Resolutions 1 and 2, and the approval of Bursa Securities for the Proposed Transfer of Listing, and the approval of any other relevant regulatory authority and/or third party, if required, approval be and is hereby given to the Board of Directors of ICT Zone Asia ("Board") to allot and issue up to 200,000 ICT Zone Asia Shares to Karen Yap Pik Li, being the Independent Non-Executive Director of the Company, at an issue price to be determined at a later date by the Board ("Price Fixing Date") upon such terms and conditions as disclosed in the Circular;

AND THAT the Directors of the Company be and are hereby empowered and authorised to do the following:

- to take all steps and to do all acts, deeds and things as they may consider necessary, expedient and/or appropriate to execute, sign, deliver and cause to be delivered on behalf of the Company of all such documents and/or applications to implement, complete and give full effect to the Proposed Special Allocation to Karen Yap Pik Li; and
- to assent any conditions, modifications, variations and/or amendments to the terms of the Proposed Special Allocation to Karen Yap Pik Li as may be required by Bursa Securities or any of the relevant authorities or in such manner as the Directors may in their absolute discretion deem fit or expedient for the benefit of the Company."

## ORDINARY RESOLUTION 3

### PROPOSED SPECIAL ALLOCATION OF UP TO 200,000 ISSUE SHARES TO CHONG PEI NEE ("PROPOSED SPECIAL ALLOCATION TO CHONG PEI NEE")

"THAT subject to the passing of the Special Resolutions 1 and 2, and the approval of Bursa Securities for the Proposed Transfer of Listing, and the approval of any other relevant regulatory authority and/or third party, if required, approval be and is hereby given to the Board to allot and issue up to 200,000 ICT Zone Asia Shares to Chong Pei Nee, being the Independent Non-Executive Director of the Company, at an issue price to be determined during Price Fixing Date upon such terms and conditions as disclosed in the Circular;

AND THAT the Directors of the Company be and are hereby empowered and authorised to do the following:

- to take all steps and to do all acts, deeds and things as they may consider necessary, expedient and/or appropriate to execute, sign, deliver and cause to be delivered on behalf of the Company of all such documents and/or applications to implement, complete and give full effect to the Proposed Special Allocation to Chong Pei Nee; and
- to assent any conditions, modifications, variations and/or amendments to the terms of the Proposed Special Allocation to Chong Pei Nee as may be required by Bursa Securities or any of the relevant authorities or in such manner as the Directors may in their absolute discretion deem fit or expedient for the benefit of the Company."

## ORDINARY RESOLUTION 4

### PROPOSED SPECIAL ALLOCATION OF UP TO 200,000 ISSUE SHARES TO SIM SHU MEI ("PROPOSED SPECIAL ALLOCATION TO SIM SHU MEI")

"THAT subject to the passing of the Special Resolutions 1 and 2, and the approval of Bursa Securities for the Proposed Transfer of Listing, and the approval of any other relevant regulatory authority and/or third party, if required, approval be and is hereby given to the Board to allot and issue up to 200,000 ICT Zone Asia Shares to Sim Shu Mei, being the Independent Non-Executive Director of the Company, at an issue price to be determined during Price Fixing Date upon such terms and conditions as disclosed in the Circular;

AND THAT the Directors of the Company be and are hereby empowered and authorised to do the following:

- to take all steps and to do all acts, deeds and things as they may consider necessary, expedient and/or appropriate to execute, sign, deliver and cause to be delivered on behalf of the Company of all such documents and/or applications to implement, complete and give full effect to the Proposed Special Allocation to Sim Shu Mei; and
- to assent any conditions, modifications, variations and/or amendments to the terms of the Proposed Special Allocation to Sim Shu Mei as may be required by Bursa Securities or any of the relevant authorities or in such manner as the Directors may in their absolute discretion deem fit or expedient for the benefit of the Company."

By Order of the Board

**TAN TONG LANG (MAICSA 7045482 / SSM PC NO. 202208000250)**

**ENG KHOON HONG (MAICSA 7031959 / SSM PC NO. 202008001890)**

Company Secretaries

Date: 27 May 2024

Kuala Lumpur

Notes:

- A member of the Company entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote in his stead. Where a member appoints more than one proxy to attend and vote at the Meeting, such appointment shall be invalid unless he/she shall specify the proportion of his/her holdings to be represented by each proxy.
- Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one 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. An "exempt authorised nominee" refers to an authorised nominee defined under Securities Industry (Central Depositories) Act, 1991 ("SICDA") which is exempted from compliance with the provisions subsection 25A(1) of SICDA.
- The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under the corporation's Seal or under the hand of an officer or an attorney duly authorised.
- The appointment of a proxy may be made in a hard copy form or by electronic form in the following manner and must be received by the Share Registrar of the Company not less than forty-eight (48) hours before the time appointed for holding this EGM at which the person named in the appointment proposes to vote:
  - In hard copy form  
In the case of an appointment made in hard copy form, this proxy form must be deposited with the Share Registrar of the Company at Aldpro Corporate Services Sdn Bhd at B-21-1, Level 21, Tower B, Northpoint Mid Valley City, No. 1, Medan Syed Putra Utara, 59200 Kuala Lumpur, Wilayah Persekutuan, Malaysia.
  - By electronic means  
The proxy form can be electronically submitted with the Share Registrar of the Company at [admin@aldpro.com.my](mailto:admin@aldpro.com.my).
- For the purpose of determining who shall be entitled to attend this meeting, the Company shall be requesting the Bursa Malaysia Depository Sdn Bhd to make available to the Company, a Record of Depositors as at 10 June 2024. Only a member whose name appears on this Record of Depositors shall be entitled to attend this meeting or appoint a proxy to attend, vote and speak on his/her behalf.
- Any authority pursuant to which such an appointment is made by a power of attorney must be deposited at the Share Registrar of the Company at Aldpro Corporate Services Sdn Bhd at B-21-1, Level 21, Tower B, Northpoint Mid Valley City, No. 1, Medan Syed Putra Utara, 59200 Kuala Lumpur, Wilayah Persekutuan, Malaysia not less than forty-eight (48) hours before the time appointed for holding this EGM at which the person named in the appointment proposes to vote. A copy of the power of attorney may be accepted provided that it is certified notarially and/or in accordance with the applicable legal requirements in the relevant jurisdiction in which it is executed.
- For a corporate member who has appointed an authorised representative, must deposit the ORIGINAL certificate of appointment of authorised representative with the Share Registrar of the Company at Aldpro Corporate Services Sdn Bhd at B-21-1, Level 21, Tower B, Northpoint Mid Valley City, No. 1, Medan Syed Putra Utara, 59200 Kuala Lumpur, Wilayah Persekutuan, Malaysia. 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 of authorised representative 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 of authorised representative 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.
- The Personal Data Protection Act 2010, which regulates the processing of personal data in commercial transactions, applies to the Company. By providing to us or our agents your personal data which may include your name, contact details and mailing address, you hereby consent, agree and authorise the processing and/or disclosure of any personal data of or relating to you for the purposes of issuing the notice of this meeting and convening the meeting, including but not limited to preparation and compilation of documents and other matters, whether or not supplied by you. You further confirm to have obtained the consent, agreement and/or authorisation of all persons whose personal data you have disclosed and/or processed, in connection with the foregoing.



## ICT ZONE ASIA BERHAD

(Registration No. 201901003459 (1312785-X))  
(Incorporated in Malaysia)

### ADMINISTRATIVE GUIDE FOR SHAREHOLDERS

#### Extraordinary Annual General Meeting (“EGM”)

- Day, Date, and Time of Meeting** : Friday, 21 June 2024 at 10.00 a.m. or at any adjournment thereof
- Remote Participation and Voting Facilities** : <https://web.vote2u.my>
- Meeting Venue** : Online Meeting Platform of Vote2U at <https://web.vote2u.my>
- Domain Registration Numbers with MYNIC** : D6A471702

The EGM of ICT Zone Asia Berhad (“**ICT Zone**” or the “**Company**”) will be held as a fully virtual meeting via live streaming and online remote voting using Remote Participation and Voting (“**RPV**”) facilities, Vote2U at <https://web.vote2u.my> provided by Agmo Digital Solutions Sdn Bhd in Malaysia.

Kindly note that the quality of the live streaming is highly dependent on the bandwidth and stability of the internet connection of shareholders and proxies. Hence, you are to ensure that internet connectivity throughout the duration of the meeting is maintained.

#### Entitlement to Participate and Vote Remotely

Shareholders whose names appear on the Record of Depositors (“**ROD**”) as at **10 June 2024** shall be eligible to attend, participate and vote remotely in the meeting, or appoint proxy(ies)/ the Chairman of the general meeting to attend, participate and/or vote on his/her behalf.

### PROCEDURES TO PARTICIPATE IN RPV FACILITIES

Please follow the procedures to participate in RPV facilities as summarised below:

#### BEFORE MEETING DAY

A:	REGISTRATION	
	Description	Procedure
i.	Shareholders to Register with Vote2U  ➤ Individual Shareholders	<ol style="list-style-type: none"><li>Access the website at <a href="https://web.vote2u.my">https://web.vote2u.my</a>.</li><li>Select “<b>Sign Up</b>” to sign up as user.</li><li>Read and indicate your acceptance of the ‘Privacy Policy’ and ‘Terms &amp; Conditions’ by clicking on a small box <input type="checkbox"/>. Then select “<b>Next</b>”.</li><li>Fill in your details – (i) ensure your email address is valid &amp; (ii) create your own password. Then select “<b>Continue</b>”.</li><li>Upload a clear copy of your MyKAD for Malaysian (front only) or passport for non-Malaysian (page with photo).</li><li>Registration as user completed.</li><li>An email notification will be sent to you.</li></ol> <p><u>Note:</u> <i>If you have already signed up/registered as a user with Vote2U previously, you are not required to register again.</i></p>

<b>B: REGISTRATION OF PROXY</b>		
	<b>Description</b>	<b>Procedure</b>
i.	Submit Proxy Form (hard copy) <ul style="list-style-type: none"> <li>➤ Individual Shareholders</li> <li>➤ Corporate Shareholders</li> <li>➤ Authorised Nominee</li> <li>➤ Exempt Authorised Nominee</li> </ul>	a. Fill in the details on the hard copy of the Proxy Form by providing the following information: <ul style="list-style-type: none"> <li>○ Proxy(ies) &amp; Corporate Representative               <ul style="list-style-type: none"> <li>● Name</li> <li>● Number of MyKAD for Malaysian or passport for non-Malaysian</li> <li>● Address and email address – ensure email address is valid</li> </ul> </li> </ul> b. Corporate Representative only – deposit the hard copy of the Proxy Form together with the following document to the address as stated on the Proxy Form: <ul style="list-style-type: none"> <li>● A copy of Certificate of Appointment as corporate representative</li> </ul> c. Individual shareholders must deposit the hard copy Proxy Form to address as stated on the Proxy Form or email to Share Registrar of the Company at <a href="mailto:admin@aldpro.com.my">admin@aldpro.com.my</a> not less than forty-eight (48) hours before the time appointed for holding this EGM at which the person named in the appointment proposes to vote.           d. Corporate Shareholders, authorised nominee and exempt authorised nominee must deposit the hard copy of the Proxy Form to the address as stated on the Proxy Form not less than forty-eight (48) hours before the time appointed for holding this EGM at which the person named in the appointment proposes to vote.           e. Submitted Proxy Form will be verified.           f. After verification, proxy(ies) and corporate representative will receive an email notification with temporary credentials, i.e. email address & password, to log in to Vote2U.

### REVOCATION OF PROXY

	<b>Description</b>	<b>Procedure</b>
i.	Revoke a Proxy <ul style="list-style-type: none"> <li>➤ Individual Shareholders</li> <li>➤ Corporate Shareholders</li> <li>➤ Authorised Nominee</li> <li>➤ Exempt Authorised Nominee</li> </ul>	a. Email to the Share Registrar of the Company at <a href="mailto:admin@aldpro.com.my">admin@aldpro.com.my</a> to revoke the appointment of your proxy(ies) not less than forty-eight (48) hours before the time appointed for holding this EGM at which the person named in the appointment proposes to vote. <p><i>Note:</i> Applicable to individual shareholders/ corporate shareholders/ authorised nominee/ exempt authorised nominee who have appointed proxy(ies)/ corporate representative using Proxy Form.</p>

### ON GENERAL MEETING DAY

1.	Log in to <a href="https://web.vote2u.my">https://web.vote2u.my</a> with your registered email address and password.
	For proxy(ies) and corporate representative, log in with the temporary credentials in the email which you have received from Vote2U.
2.	Vote2U will be opened for log in <b>one (1) hour</b> before the commencement of the general meeting you are attending.
3.	When you are logged in, select the general meeting event you are attending. On the main page, you are able to access the following:

	Description	Procedures
i.	Live Streaming	a. Select “ <b>Watch Live</b> ” button to view the live streaming.
ii.	Ask Question (real-time)	<p>a. Select “<b>Ask Question</b>” button to pose a question.  b. Type in your question and select “<b>Submit</b>”.</p> <p><i>Note:</i>  <i>The Chairman of the general meeting/ Board of Directors will endeavour to respond to questions submitted by remote shareholders and proxies and corporate representatives during the meeting.</i></p>
iii.	Remote Voting	<p>a. On the main page, scroll down and select “<b>Confirm Details &amp; Start Voting</b>”.</p> <p>b. To vote, select your voting choice from the options provided. A confirmation screen will appear to show your selected vote. Select “<b>Next</b>” to continue voting for all resolutions.</p> <p>c. After you have completed voting, a Voting Summary page appears to show all the resolutions with your voting choices. Select “<b>Confirm</b>” to submit your vote.</p> <p><i>Note:</i>  <i>Once you have confirmed and submitted your votes, you are <u>not able</u> to change your voting choices.</i></p>
iv.	View Voting Results	a. On the main page, scroll down and select “ <b>View Voting Results</b> ”.
v.	End of RPV	<p>a. Upon the announcement by the Chairman of the general meeting on the closure of the said meeting, the live streaming will end.</p> <p>b. You may log out from Vote2U.</p>

## **ADDITIONAL INFORMATION**

### **Voting Procedure**

The voting at the EGM will be conducted by poll. Poll administrator and Independent Scrutineers will be appointed to conduct the polling process and verify the results of the poll respectively.

### **No e-Voucher, Gift, and Food Voucher**

There will be no e-Voucher, gift, and food voucher for shareholders, proxies and corporate representatives who participate in the meeting.

### **Enquiry**

- a. For enquiries relating to the general meeting, please contact our Share Registrar during office hours (9.00 a.m. to 5.00 p.m.) on Mondays to Fridays (except public holidays) as follows:

Telephone No. : 03-9770 2200  
Email : admin@aldpro.com.my

- b. For enquiries relating to RPV facilities or issues encountered during registration, log in, connecting to the live streaming and online voting facilities, please contact Vote2U helpdesk during office hours (9.00 a.m. to 5.00 p.m.) on Mondays to Fridays (except public holidays) as follows:

Telephone No. : 03-7664 8520 / 03-7664 8521  
Email : vote2u@agmostudio.com