

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting (“EGM”) of Autocount Dotcom Berhad (“ADB” or the “Company”) will be held at Saujana Resort, Jalan Lapangan Terbang SAAS, 40150 Selangor Darul Ehsan, Malaysia on Tuesday, 25 June 2024 at 11.30 a.m. or immediately after the conclusion of the Company’s Annual General Meeting scheduled to be held at the same venue on the same day at 10.30 a.m., whichever is later, or at any adjournment thereof, for the purpose of considering and if thought fit, passing with or without modifications the resolutions set out in this notice.

AGENDA

ORDINARY RESOLUTION 1

PROPOSED ESTABLISHMENT OF AN EMPLOYEES’ SHARES SCHEME OF UP TO 10.0% OF THE TOTAL NUMBER OF ISSUED ORDINARY SHARES IN ADB (EXCLUDING TREASURY SHARES, IF ANY) (“SCHEME”) AT ANY POINT IN TIME DURING THE TENURE OF THE SCHEME, FOR THE ELIGIBLE DIRECTORS AND EMPLOYEES OF ADB AND ITS SUBSIDIARIES (“ADB GROUP”) (EXCLUDING DORMANT SUBSIDIARIES) (“PROPOSED ESS”)

“THAT subject to the approvals of all relevant authorities and/or parties being obtained (where applicable) and to the extent permitted by law and the Company’s constitution (“**Constitution**”), approval be and is hereby given to the Board of Directors of the Company (“**Board**”) to:-

- (i) establish, implement and administer the Proposed ESS for the benefit of the eligible Directors and employees of ADB Group (excluding dormant subsidiaries) who meet the criteria of eligibility for participation in the Proposed ESS (“**Eligible Person(s)**”) and to implement and administer the same in accordance with the by-laws governing the terms, rules and conditions of the Proposed ESS (“**By-Laws**”), a draft of which is set out in Appendix I of the circular to shareholders of ADB dated 29 May 2024 (“**Circular**”);
- (ii) allot and issue and/or procure the transfer of such number of new or existing ordinary shares in ADB (“**ADB Shares**” or “**Shares**”) (as adjusted or modified from time to time pursuant to the By-Laws) from time to time as may be required for the purpose of or in connection with the Proposed ESS, provided that the total number of ADB Shares be allotted and issued and/or transferred pursuant to granting of ADB Shares (“**Shares Grant**”) and/or options to subscribe for ADB Shares (“**ESS Options**”) (collectively referred to as the “**Awards**”) to eligible Director(s) (including non-executive Directors) and eligible employees of ADB Group in relation to the Proposed ESS shall not exceed 10.0% in aggregate of the total number of issued Shares (excluding treasury shares, if any) at any point in time throughout the duration of the Scheme;
- (iii) appoint and authorise a committee (“**ESS Committee**”) by which the Proposed ESS will be administered in accordance with the By-Laws by the said ESS Committee, who will be responsible for, amongst others, implementing and administering the Proposed ESS. The members of the ESS Committee shall comprise such number of Directors and/or senior management personnel of the Group to be identified from time to time;
- (iv) make the necessary application, and to do all things necessary at the appropriate time or times, to Bursa Malaysia Securities Berhad (“**Bursa Securities**”) for permission to deal in and for the listing and quotation of the new ADB Shares (as adjusted or modified from time to time pursuant to the By-Laws) that may hereafter from time to time be allotted and issued pursuant to the Proposed ESS; and
- (v) do all such acts, execute all such documents and to enter into all such transactions, arrangements and agreements, deeds or undertakings and to make such rules and regulations, or to impose such terms and conditions or delegate part of its power as may be necessary or expedient in order to give full effect to the Proposed ESS and the terms of the By-Laws;

THAT the ADB Shares to be allotted and issued and/or transferred from treasury shares (as the case may be) upon the vesting of the Shares Grant and/or upon exercise of the ESS Options pursuant to the Awards shall, upon allotment and issue and/or transfer from treasury shares (as the case may be), rank equally in all respects with the existing ADB Shares, save and except that the said Shares shall not be entitled to any dividends, rights, allotments and/or other distributions that may be declared, made or paid for which the entitlement date precedes the date of issuance and allotment or transfer of the said Shares;

THAT pursuant to Section 85 of the Companies Act, 2016 (“**Act**”) read together with Clause 51 of the Constitution, the statutory pre-emptive rights of the shareholders of the Company to be offered new ADB Shares ranking equally to the existing issued ADB Shares arising from any issuance of the Awards pursuant to the Proposed ESS be and is hereby noted and waived;

AND THAT the By-Laws which is in compliance with the ACE Market Listing Requirements of Bursa Securities (“**Listing Requirements**”), be and is hereby approved and adopted and the Board be and is hereby empowered and authorised to do all acts, deeds and such things and to execute, enter into, sign and deliver on behalf of the Company, all such documents and/or agreements as the Board may deem fit, necessary, expedient and/or appropriate to implement and give full effect to complete the Proposed ESS including without limitation, with full power to assent to any conditions, modifications, variations and/or amendments as the Board in their absolute discretion may deem fit, necessary, expedient and/or appropriate by the Board in order to carry out, finalise and give full effect to the Proposed ESS.”

ORDINARY RESOLUTION 2

PROPOSED ALLOCATION OF AWARDS TO CHOO CHIN PENG PURSUANT TO THE PROPOSED ESS (“PROPOSED ALLOCATION OF AWARDS TO CHOO CHIN PENG”)

“THAT subject to the passing of Ordinary Resolution 1 and the approvals of all relevant authorities and/or parties being obtained (where applicable) and to the extent permitted by law and the Constitution, approval be and is hereby given to the Board to authorise the ESS Committee from time to time throughout the duration of the Scheme, to offer and grant the Awards to Choo Chin Peng, being the Executive Director, Chairman and major shareholder of the Company, of not more than 10.0% of the Awards to be granted under the Proposed ESS, subject always to such terms and conditions of the By-Laws and/or any adjustment which may be made in accordance with provisions of the By-Laws;

AND THAT pursuant to Section 85 of the Act read together with Clause 51 of the Constitution, the statutory pre-emptive rights of the shareholders of the Company to be offered new ADB Shares ranking equally to the existing issued ADB Shares arising from any issuance of the Awards pursuant to the Proposed Allocation of Awards to Choo Chin Peng be and is hereby noted and waived.”

ORDINARY RESOLUTION 3

PROPOSED ALLOCATION OF AWARDS TO CHOO YAN TIEE PURSUANT TO THE PROPOSED ESS (“PROPOSED ALLOCATION OF AWARDS TO CHOO YAN TIEE”)

“THAT subject to the passing of Ordinary Resolution 1 and the approvals of all relevant authorities and/or parties being obtained (where applicable) and to the extent permitted by law and the Constitution, approval be and is hereby given to the Board to authorise the ESS Committee from time to time throughout the duration of the Scheme, to offer and grant the Awards to Choo Yan Tiee, being the Executive Director, Managing Director and major shareholder of the Company, of not more than 10.0% of the Awards to be granted under the Proposed ESS, subject always to such terms and conditions of the By-Laws and/or any adjustment which may be made in accordance with provisions of the By-Laws;

AND THAT pursuant to Section 85 of the Act read together with Clause 51 of the Constitution, the statutory pre-emptive rights of the shareholders of the Company to be offered new ADB Shares ranking equally to the existing issued ADB Shares arising from any issuance of the Awards pursuant to the Proposed Allocation of Awards to Choo Yan Tiee be and is hereby noted and waived.”

By Order of the Board
AUTOCOUNT DOTCOM BERHAD

WONG YOUN KIM
(MAICSA 7018778)
(SSM Practising Certificate No.: 201908000410)
Company Secretary

Kuala Lumpur
29 May 2024

Notes:-

A. Proxy

1. A proxy may but need not be a member of the Company.
2. To be valid, this form, duly completed must be deposited at the Registered Office of the Company, Level 5, Tower 8, Avenue 5, Horizon 2, Bangsar South City, 59200 Kuala Lumpur, not less than 24 hours before the time for holding the meeting Provided That in the event the member(s) duly executes the form of proxy but does not name any proxy, such member(s) shall be deemed to have appointed the Chairman of the meeting as his/her/their proxy, Provided Always that the rest of the proxy form, other than the particulars of the proxy/proxies have been duly completed by the member(s).
3. A member may appoint up to two (2) proxies to attend and vote at the same meeting. Where a member appoints two (2) proxies, the appointment shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.
4. Where a member of the Company is an authorised nominee as defined under the Central Depositories Act, it may appoint at least 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.
5. 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**”) as defined under the Securities Industry (Central Depositories) Act, 1991, there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.
6. If the appointor is a corporation, this form must be executed under its common seal or under the hand of an attorney duly authorised.
7. Only depositors whose names appear in the Record of Depositors as at 18 June 2024 shall be entitled to attend the EGM.

Personal data privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the EGM and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member’s personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the “**Purposes**”), (ii) warrants that where the member discloses the personal data of the member’s proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member’s breach of warranty.



autocount[®]

Beyond accounting software

AUTOCOUNT DOTCOM BERHAD

Registration No. 202201006885 (1452582-U)
(Incorporated in Malaysia)

PROXY FORM

CDS Account No.	
No. of Shares Held	

*I/We _____ *NRIC No./Co. No. _____
(FULL NAME IN BLOCK LETTERS)

of _____
(FULL ADDRESS)

Telephone No. _____ Email Address: _____

being a *member / members of Autocount Dotcom Berhad [Registration No. 202201006885 (1452582-U)] (the **"Company"**), hereby appoint the following person(s):

Name of Proxy	NRIC No	Email Address	Address	No. of Shares to be represented
1.				
2.				

or failing him/her, THE CHAIRMAN OF THE MEETING as *my/our proxy to vote for *me/us on *my/our behalf at the Extraordinary General Meeting of the Company to be held at Saujana Resort, Jalan Lapangan Terbang SAAS, 40150 Selangor Darul Ehsan, Malaysia on Tuesday, 25 June 2024 at 11:30 a.m., or immediately after the conclusion of the Company's Annual General Meeting scheduled to be held at the same venue on the same day at 10:30 a.m., whichever is later, or at any adjournment thereof and to vote as indicated below:

		FIRST PROXY		SECOND PROXY	
		For	Against	For	Against
Resolution 1	Proposed ESS				
Resolution 2	Proposed Allocation of Awards to Choo Chin Peng				
Resolution 3	Proposed Allocation of Awards to Choo Yan Tiee				

(Please indicate with an "X" in the spaces provided above on how you wish your vote to be cast. If no instruction as to voting is given, the proxy will vote or abstain from voting at his/her discretion).

*Strike out whichever is not desired.

Dated this _____ day of _____ 2024

Signature of Shareholder(s) / Common Seal

Notes:-

1. A proxy may but need not be a member of the Company.
2. To be valid, this form, duly completed must be deposited at the Registered Office of the Company, Level 5, Tower 8, Avenue 5, Horizon 2, Bangsar South City, 59200 Kuala Lumpur, not less than 24 hours before the time for holding the meeting Provided That in the event the member(s) duly executes the form of proxy but does not name any proxy, such member(s) shall be deemed to have appointed the Chairman of the meeting as his/her/their proxy, Provided Always that the rest of the proxy form, other than the particulars of the proxy/proxies have been duly completed by the member(s).
3. A member may appoint up to two (2) proxies to attend and vote at the same meeting. Where a member appoints two (2) proxies, the appointment shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.
4. Where a member of the company is an authorised nominee as defined under the Central Depositories Act, it may appoint at least 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.
5. 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") as defined under the Securities Industry (Central Depositories) Act, 1991, there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.
6. If the appointor is a corporation, this form must be executed under its common seal or under the hand of an attorney duly authorised.
7. Only depositors whose names appear in the Record of Depositors as at 18 June 2024 shall be entitled to attend the EGM.

Personal Data Privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s), the member accepts and agrees to the personal data privacy terms set out in the Notice of Extraordinary General Meeting dated 29 May 2024.

Fold this flap for sealing

Then fold here

Affix
stamp

AUTOCOUNT DOTCOM BERHAD
[Registration No. 202201006885 (1452582-U)]
Registered Office
Acclime Corporate Services Sdn Bhd
Level 5, Tower 8, Avenue 5, Horizon 2,
Bangsar South City,
59200 Kuala Lumpur

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