

# 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.