



27 October 2023

Company Announcements Office
Australian Securities Exchange
Level 6, 20 Bridge Street
Sydney, NSW, 2000

Notice of Annual General Meeting 2023

The Company is pleased to enclose a copy of the following documents in relation to its Annual General Meeting to be held on Monday, 27 November 2023 at 10.00am (Brisbane time):

- a) Letter to Shareholders regarding arrangement for the Annual General Meeting as despatched to shareholders who have not opted for electronic communication.
- b) Notice of Annual General Meeting
- c) Sample Proxy Form

This Announcement has been authorised for release by the Joint Company Secretary, Ms Jenny Lim.



27 October 2023

Dear Shareholder

2023 Annual General Meeting

On behalf of the Directors of Zicom Group Limited ("ZGL"), I am pleased to invite you to ZGL's 2023 Annual General Meeting ("AGM") which will be held at **10.00am (Brisbane time) on Monday, 27 November 2023**.

Our AGM will be held at our CESCO Australia office located at 38 Goodman Place, Murarrie, Queensland 4172. In order to extend reach, inclusivity and encourage participation, we urge shareholders who cannot attend the meeting physically to attend virtually. However, pre-registration is required **by 17 November 2023** so that a meeting link can be sent to you. To pre-register, please email to ir@zicomgroup.com with your name and Shareholder Reference Number (SRN) or Holder Identification Number (HIN). You can also name a proxyholder to attend on your behalf. Please note that you will not be able to lodge your votes on this meeting platform but you will be able to watch the proceedings of the AGM and ask questions.

In accordance with the recent changes to the *Corporations Act 2001*, the Company will not be sending out hard copies of the Notice of Meeting to shareholders unless you have requested to receive such documents in hard copy. Instead, the Notice of Meeting can be viewed and downloaded from our website (www.zicomgroup.com) and the ASX Market Announcement Platform (ASX code: ZGL).

All resolutions considered at the AGM will be decided on by poll. I encourage you to read the Notice of Meeting including the Explanatory Memorandum and consider directing your proxy how to vote in each resolution. To lodge your proxy, please follow the directions on your personalised Proxy Form which will be delivered to you by email or post depending on your communication preference. I strongly encourage you to complete and return your Proxy Form as early as possible, no later than **10.00am (Brisbane time) on Saturday, 25 November 2023**.

We encourage you to provide your email address so we can communicate with you electronically when shareholder notices become available online for such items as meeting documents, dividend statements and annual reports. You can make a standing election to receive some or all of your shareholder communications in physical or electronic form.

To review or update your current communication preference simply log on to our share registry's website at <https://investorcentre.linkgroup.com>. You will need your portfolio log in details or your Shareholder Reference Number (SRN) or Holder Identification Number (HIN) and select the Communications tab at the top of the page.

If at any time you require an additional copy of a communication, or you need more information about the options available to you, please contact Link Market Services via email to LMSComms@linkmarketservices.com.au.

Subject to the abstention noted in the Explanatory Memorandum, the Directors of ZGL unanimously recommend that shareholders vote in favour of all resolutions.

The Board and I look forward to your attendance at the AGM and we thank you for your continued support.

Yours faithfully
Zicom Group Limited

Sim Giok Lak
Executive Chairman



Zicom Group Limited
ACN 009 816 871
Notice of Annual General Meeting

NOTICE is given that the Annual General Meeting of **Zicom Group Limited** ACN 009 816 871 (Company) will be held at **38 Goodman Place, Murarrie, Queensland 4172, Australia** on **Monday, 27 November 2023 at 10.00am (Brisbane time)** for the purposes of transacting the business set out in this Notice.

Ordinary business

Item 1: Financial Statements and Reports

To receive and consider the Financial Statements, Directors' Report and the Independent Auditor's Report of the Company and its controlled entities (hereafter known as the Group) for the financial year ended 30 June 2023.

Item 2: Re-election of Directors

Resolution 1 – Re-election of Mr Yian Poh Lim as a Director

To consider, and if thought fit, to pass, the following resolution as an **ordinary resolution**:

“That Mr Yian Poh Lim, who retires by rotation in accordance with Clause 13.5 of the Company's Constitution being eligible, is re-elected as a Director of the Company.”

Resolution 2 – Re-election of Dr Dean Tai as a Director

To consider, and if thought fit, to pass, the following resolution as an **ordinary resolution**:

“That Dr Dean Tai, who retires by rotation in accordance with Clause 13.5 of the Company's Constitution being eligible, is re-elected as a Director of the Company.”

Item 3: Remuneration Report

Resolution 3 - Adoption of Remuneration Report

To consider and, if thought fit, to pass the following in accordance with Section 250R(2) of the *Corporations Act 2001* as an **ordinary resolution**:

“That the Remuneration Report included in the Directors' Report for the financial year ended 30 June 2023 be and is hereby adopted.”

- Notes:*
- (1) *The vote on this resolution is advisory only and does not bind the Company or the Directors.*
 - (2) *If 25% or more of votes that are cast are voted against the adoption of the Remuneration Report at two consecutive AGMs, shareholders will be required to vote at the second of those AGMs on a resolution (a 'spill resolution') that another meeting be held within 90 days at which all the Company's Directors (other than the Managing Director) must stand for re-election.*

Voting exclusion statement for Resolution 3

Pursuant to Section 250R(4) of the Corporations Act 2001, the Company is required to disregard any votes cast on Resolution 3 by or on behalf of a member of the Key Management Personnel of the Group or a Closely Related Party of such member. However, the Company will not disregard a vote if:

- (a) the person does so as a proxy appointed in writing that specifies how the proxy is to vote on the resolution; or*
- (b) the voter is the chair of the Meeting and, provided that the Chairman is not voting as proxyholder for a member of the Key Management Personnel or their Closely Related Parties, the appointment of the Chair as proxy does not specify the way the proxy is to vote on the resolution and expressly authorises the Chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel of the Group.*

Special business

Item 4: Company's Constitution

Resolution 4: Variation of Constitution

To consider, and if thought fit, to pass, the following resolution as a **special resolution**:

“That, for the purposes of Section 136 of the Corporations Act and for all other purposes, approval is given for the Company to amend its existing Constitution in the form tabled at the Annual General Meeting and signed by the Chair of the Meeting for identification purposes, with effect from the close of this Annual General Meeting.”

Item 5: Renewal of Proportional Takeover Provisions

Resolution 5 - Renewal of Clause 28 of the Constitution: Proportional Takeover Provisions

To consider and if thought fit to pass the following resolution as a **special resolution**:

“That the proportional takeover provisions contained in Clause 28 of the Company's Constitution be renewed for a further period of three years commencing from the date of this Annual General Meeting.”

By order of the Board



Company Secretary
27 October 2023

Notes

Persons entitled to vote

Under regulation 7.11.37 of the *Corporations Regulations 2001*, the Directors have determined that the shareholding of each member for the purposes of ascertaining their voting entitlements at the Annual General Meeting ("AGM") will be as it appears in the Company's register of members at 11.00am (Sydney time) on 25 November 2023.

Participate at the Meeting

In order to extend reach, inclusivity and encourage participation, the proceedings of 2023 Annual General Meeting will be broadcast through a live stream (accessible via mobile phones, tablets or computers with internet access). Shareholders and proxyholders will be able to watch and ask questions real-time. **For Shareholders who cannot attend the physical meeting, we would like to invite you to pre-register your interest to participate online by 17 November 2023 so that a meeting link can be sent to you. Please note that you cannot lodge your vote via this online platform. Please kindly refer to "Lodging your votes" section on how you can lodge your vote.**

To pre-register your interest, please email to ir@zicomgroup.com with your name and Shareholder Reference Number (SRN) or Holder Identification Number (HIN). You can also name a proxyholder to attend on your behalf. If you appoint a proxy, you may still attend the virtual meeting. However, your proxy's right to speak will be suspended while you are present.

Please kindly log in at least 10 minutes before the time of Meeting so as to give us time to verify your identity.

When you log in to the online platform, please kindly provide us your details (including Shareholder Reference Number (SRN) or Holder Identification Number (HIN)) to be verified as a Shareholder.

Appointing a proxy

You can appoint a proxy to attend and vote on your behalf as an alternative to attending the Meeting.

You may appoint a proxy either online at <https://investorcentre.linkgroup.com> or by completing and submitting a Proxy Form prior to the Meeting.

A proxy does not need to be a shareholder of the Company. A proxy may be an individual or a company. If you are a Shareholder entitled to cast two or more votes, you may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Forms and specify the percentage or number of votes each proxy is appointed to exercise. If you do not specify a percentage or a number in both forms, each proxy may exercise half of the votes in which case any fraction of votes will be disregarded. You must return both Proxy Forms together. If you need an additional Proxy Form, please contact Link Market Services at +61 1300 554 474.

Impact of your proxy appointment on your voting instructions

If the Chairman is appointed as your proxy, whether by appointment or default, and you do not direct him how to vote, you are authorising the Chairman to cast your undirected vote on all proposed resolutions.

If you appoint any other member of ZGL's Key Management Personnel (KMP) or their closely related party as your proxy, they will not be able to vote your proxy on Resolution 3 (Remuneration Report) unless you have directed them how to vote.

Closely Related Party is defined in the *Corporations Act 2001* and includes a spouse, dependent and certain other close family members, as well as companies controlled by a KMP.

If you intend to appoint a KMP or their closely related party or the Chairman as your proxy, you are encouraged to direct them how to vote by marking "For", "Against" or "Abstain" for each of those items of business.

The Chairman's voting intentions

The Chairman intends to vote all undirected proxies on, and in favour of, all proposed resolutions.

Notes (cont'd)

Submitting your Proxy Form

Your completed Proxy Form must be received by no later than **10.00am (Brisbane time) on Saturday, 25 November 2023**. If the Proxy Form is signed under Power of Attorney, an original or a certified copy of any power of attorney under which the form was signed must also be received by this time unless previously provided to Link Market Services.

Lodging your votes

You can lodge your vote:

- online on <https://investorcentre.linkgroup.com> by following the instructions. You will need your Shareholder Reference Number (SRN) or Holder Identification Number (HIN), which is set out on your Proxy Form or
- by mobile device by scanning the QR code on the reverse side of your Proxy Form. Log in using Holder Identifier which is on your Proxy Form; or
- by completing the Proxy Form and
 - posting it to Link Market Services Limited at Locked Bag A14, Sydney South NSW 1235 Australia
 - faxing it to + 61 2 9287 0309
 - hand delivering it to Link Market Services Limited at Parramatta Square, Level 22, Tower 6, 10 Darcy Street, Parramatta NSW 2150

Communications with shareholders

In accordance with *Corporations Act 2001*, we have provided printed copies of its meeting documents and 2023 Annual Report only to those Shareholders who have specifically requested for a copy.

We encourage you to provide your email address so that we can communicate with you electronically when shareholder notices become available online for such items as meeting documents, dividend statements and annual reports. You can make a standing election to receive some or all of your shareholder communications in physical or electronic form.

To review or update your current communication preference simply log on to our share registry's website at <https://investorcentre.linkgroup.com> You will need your portfolio login details or your Shareholder Reference Number (SRN) or Holder Identification Number (HIN) and select the Communications tab at the top of the page.

If at any time you require an additional copy of a communication, or you need information about the options available to you, please contact Link Market Services via email to LMSComms@linkmarketservices.com.au.

Necessary information

Information relevant to each resolution is set out in the attached Explanatory Memorandum which form part of this Notice to Shareholders.

Zicom Group Limited

ACN 009 816 871

Explanatory Memorandum to Notice of Annual General Meeting

This explanatory memorandum has been prepared to assist members with their consideration of the resolutions to be put to the Annual General Meeting to be held on 27 November 2023. These explanatory notes should be read with, and form part of, the accompanying Notice of Annual General Meeting.

Ordinary Business

Item 1: Financial statements and Reports

Section 317(1) of the *Corporations Act 2001* requires a public company to lay before its annual general meeting the consolidated Financial Report, the Directors' Report and the Auditor's Report for the Company and its controlled entities for the financial year that ended just before the annual general meeting. Shareholders are invited to consider these reports and seek explanation, if required, from the Directors and the Auditor when this item is being considered.

No resolution is required to be moved in respect of this item.

Item 2: Re-election of Directors

Background

Clause 13.5 of the Company's Constitution require the Company to hold an election of directors at each annual general meeting.

Clause 13.5 of the Company's Constitution requires one-third of the directors (excluding the managing director) to retire at each annual general meeting. If their number is not three or a multiple of three, then the number nearest but not exceeding one-third shall retire from office by rotation. Any director who retires in accordance with Clause 13.5 is eligible for re-election at the annual general meeting. There are six Directors who are subject to the rotation provisions, namely Messrs Y P Lim, G L Sim, Jenny Lim, Renny Yeo, S J Douglas and Dr Dean Tai. Two of these Directors must retire and the longest serving Directors are Mr Yian Poh Lim and Dr Dean Tai.

Mr Yian Poh Lim

Mr Yian Poh Lim is the Chairman of the Board's Nomination & Remuneration Committee and a member of the Board's Audit Committee. He brings with him more than 20 years of experience in the banking and finance industry, having held senior positions in major international banks including Citibank, BNP Paribas and Arab Banking Corporation. Mr Lim possesses an extensive network of contacts both in Singapore and the region. In 1993, he left as General Manager of Arab Banking Corporation to set up Yian Poh Associates, a financial consultancy and investment firm. Over the years, he sat on various listed companies on Singapore Exchange as their independent director. Since 2000, he has been an Honorary Commercial Advisor to The Administrative Committee of Jiaxing Economic Development Zone, China and an Expert Consultant to Suzhou Vocational University, China. Mr Lim obtained his Bachelor of Science degree from Nanyang University, Singapore in 1969 and his Master of Science degree from the University of Hull, England in 1972.

Mr Yian Poh Lim offers himself for re-election and, being eligible, seeks re-election as a Director of the Company. If re-elected, Mr Lim will continue to chair the Nomination & Remuneration Committee.

The Directors (with Mr Yian Poh Lim abstaining) unanimously support the re-election of Mr Yian Poh Lim and recommend that you vote in favour of this resolution.

Item 2: Re-election of Directors (Cont'd)

Dr Dean Tai

Dr Dean Tai is a resident in Brisbane. He is a founder, chief scientific officer (CSO) and director of HistoIndex Pte. Ltd. ("HistoIndex"). He established HistoIndex's wholly-owned subsidiary in China, as its Managing Director, to open up the Chinese market potentials for HistoIndex's technology. He has acquired, since the inception of HistoIndex more than 10 years ago, management experiences of companies, board experiences, global marketing exposure and collaborations in addition to his strong attributes in innovation, research and development. The Board is of the opinion that Dean's experiences could contribute to the Group's perspectives in its pursuit of continuous transformation of its businesses to align with the continuously evolving new age global economy.

The Directors (with Dr Dean Tai abstaining) unanimously support the re-election of Dr Dean Tai and recommend that you vote in favour of this resolution.

Item 3: Remuneration Report

Section 250R(2) of the *Corporations Act 2001* requires that a resolution be put to the shareholders that the remuneration report be adopted at the annual general meeting ("AGM") of a listed company. A reasonable opportunity will be provided for discussion of the Remuneration Report at the Meeting. The vote on this resolution is advisory only and does not bind the Directors or the Company. The Remuneration Report which sets out the remuneration arrangements for the Directors and senior management of the Group is part of the Directors' Report contained in the 2023 Annual Report of the Company for the financial year ended 30 June 2023.

The *Corporations Act 2001* stipulates that if 25% or more of the votes cast are against the adoption of the remuneration report at two consecutive AGMs, shareholders will be required to vote at the second of those AGMs on a resolution (a 'spill resolution') that another meeting be held within 90 days at which all the company's directors other than the managing director stand for re-election.

At the Company's 2022 AGM, less than 25% of the votes cast were against the adoption of the Remuneration Report. Accordingly, the Spill Resolution is not relevant for this AGM.

Voting Exclusion

Please note that a voting exclusion applies to Resolution 3 as set out in the Notice of Meeting. In particular, Key Management Personnel whose remuneration details are included in the Remuneration Report may not cast a vote as proxy, unless the appointment gives a direction on how to vote or the proxy is given to the Chair and expressly authorises the Chair to exercise the proxy even if the Resolution is connected directly or indirectly with the remuneration of the Key Management Personnel. The Chair intends to vote all available proxies in favour of this resolution.

Special Business

Item 4: Company's Constitution

Under Section 136(2) of the Corporations Act, a company may modify its constitution or a provision of its constitution by special resolution of shareholders. Resolution 4 seeks the approval of Shareholders to modify the Company's existing Constitution (**Proposed Constitution**). A copy of the Proposed Constitution, marked up to show proposed changes to the existing Constitution, can be obtained prior to the meeting from the Company's investor website or by clicking [here](#).

The Company's existing Constitution was adopted on 21 November 2005. Since its adoption, there have been a number of developments in law, ASX Listing Rules, corporate governance principles and general corporate and commercial practices for ASX-listed companies. The Board wishes to take this opportunity to update the Company's constitution. To assist Shareholders, the proposed principal amendments to the constitution are summarised below.

The key amendments include:

- **Direct voting** - new clauses 12.37 to 12.42 of the Proposed Constitution have been inserted to permit the Company to enable Shareholders to vote directly on resolutions considered at general meeting by submitting their votes to the Company prior to the meeting. This means a shareholder's votes can still be counted even where they cannot attend personally and do not appoint a proxy. Shareholders will continue to be entitled to appoint proxies if they wish even if there is direct voting at future meetings;
- **Virtual meetings** – new clause 12.1 of the Proposed Constitution have been added to allow the Company to hold virtual general meetings. The Corporations Amendment (Meetings and Documents) Act 2022 amended the Corporations Act to allow for meetings of members to be held physically, as a hybrid or, if expressly permitted by the entity's constitution, virtually (provided that shareholders, as a whole, are given a reasonable opportunity to participate in the meeting). Virtual meetings are those which are held entirely online utilising audio and visual communication technology.
- **Powers of Chairman at general meetings** – certain procedural amendments are proposed to be made to the Chairman's powers to regulate the conduct of general meetings of the Company;
- **Directors' retirement by rotation** – it is proposed that the requirement that directors retire from office periodically and seek re-election be amended to provide greater consistency with common corporate practice and the Listing Rules. The Listing Rules require directors to retire at the third Annual General Meeting after their appointment or after three years, whichever is longer. The Proposed Constitution will no longer require one-third of the directors to retire each year as these provisions could require directors to retire more frequently than is necessary;
- **Maximum number of directors** – it is proposed to update the maximum number of directors from 7 to 9 to provide the Company with additional flexibility to ensure that the requirements of the business can be met;
- **Dividends** – changes have been made throughout clause 23 (dividends and reserves) of the Proposed Constitution to permit the Board to declare or determine dividends. This reflects the provisions of the *Corporations Act 2001* (Cth) that contemplate that dividends may be declared or determined. It is proposed to confirm the Board's ability to choose the amount time and method for paying a dividend;
- **Director circulating resolutions** – amending clause 15.3 to allow director circulating resolutions to be passed by a majority of directors signing the resolution rather than all the directors signing the resolution; and
- **Notices** – changes have been made to clause 25 to allow notices (including notices for Annual General Meetings) to be sent by electronically such as by email.

Item 4: Company's Constitution (cont'd)

The Proposed Constitution has been reviewed by ASX in accordance with ASX Listing Rule 15.1.1. A hard copy of the Proposed Constitution will be sent to the Shareholders upon request to the Company Secretary by sending an email to ir@zicomgroup.com

For Resolution 4 to be passed as a special resolution, at least 75% of the votes cast by Shareholders entitled to vote on the resolution must be in favour of the resolution, in accordance with the Corporations Act.

The Directors unanimously recommend that you vote in favour of this special resolution.

Item 5: Renewal of Proportional Takeover Provisions

The Company's Constitution contains provisions dealing with proportional takeover bid. Under the *Corporations Act 2001*, these provisions contained in Clause 28 of the Company's Constitution must be renewed every three years, or they cease to have effect. In accordance with Section 648G(1) of the *Corporations Act 2001* and the Constitution, Clause 28 will cease to have effect after 29 November 2023 unless again renewed for a further 3 years.

The Directors would like to renew it as it ensures that Shareholders would have the opportunity to decide as a whole whether a partial (as opposed to a full) takeover offer is desirable. If approved by Shareholders at this Meeting, Clause 28 will operate for three years from the date of this Meeting until 26 November 2026, unless earlier reviewed.

The renewal of the proportional takeover provisions is a special resolution and therefore requires 75% of the persons present (in person or proxy) and entitled to vote and voting, to vote in favour of this resolution.

What is a proportional takeover bid?

A proportional takeover bid is a takeover bid made to all shareholders for the acquisition of a specified proportion of their shares (and that proportion is the same for all shareholders). Accordingly, if a shareholder accepts in full the offer under a proportional takeover bid, the shareholder will dispose of the specified portion of their shares in the Company and retain the balance of shares.

Effect of the proportional takeover provisions

In the event that a proportional takeover bid is made to the shareholders of the Company, the existence of Clause 28 requires the Board to convene a meeting of shareholders to vote on a resolution approving the proportional takeover offer at least 14 days before the offer closes.

To be passed, the resolution must be approved by a majority of votes cast on the resolution at the meeting. However, the *Corporations Act 2001* also provides that, if no resolution to approve the bid has been voted on in accordance with the time required by the relevant provisions of the *Corporations Act 2001*, then a resolution to approve the proportional takeover bid will be deemed to have been passed.

If the resolution to approve the proportional takeover bid is passed or deemed to have been passed, the transfer of shares resulting from the acceptance of an offer under that bid will be permitted, and the transfers registered, subject to the *Corporations Act 2001* and the Company's Constitution.

If the resolution is rejected, the registration of any transfer of shares resulting from an offer under the proportional takeover bid will be prohibited and the bid deemed to be withdrawn.

Reasons for proposing the resolution

The Directors consider that it is in the interests of the Shareholders for the operation of the proportional takeover provisions to continue and accordingly propose that Clause 28 be renewed (including with the amendments set out in the Proposed Constitution if Resolution 4 is passed) and will remain effective for 3 years until 26 November 2026 before shareholders must again consider the provision.

Item 5: Renewal of Proportional Takeover Provisions (cont'd)

Without the provisions, a proportional takeover bid for the Company might enable a bidder to obtain control of the Company without shareholders having an opportunity to sell all their shares and risk being part of a minority interest in the Company or suffer loss if the takeover bid causes a decrease in the market price of the shares or makes the shares less attractive and, accordingly, more difficult to sell.

The provisions give shareholders the opportunity to decide whether a proportional takeover bid should proceed. If a meeting of shareholders approves such a bid, individual shareholders can make separate decisions as to whether or not they wish to accept that bid for the specified proportion of their shares.

Potential advantages and disadvantages

For Shareholders, Clause 28 provides them with the opportunity to consider and discuss a proportional takeover bid in a meeting called specifically for that purpose and vote on whether a proportional takeover bid should proceed or not. This gives Shareholders an opportunity to have a say in the future ownership and control of the Company and help the Shareholders avoid being locked into a minority. The Board believes that this will encourage any proportional takeover bid to be structured so as to be attractive to at least a majority of Shareholders. It may also discourage the making of a proportional takeover bid that may be considered opportunistic.

On the other hand, the approval provisions under Clause 28 may make a proportional takeover more difficult to achieve and therefore discourage proportional bids. This in turn, may reduce opportunities that Shareholders may have to sell shares in the Company at an attractive price to persons seeking control of the Company and may therefore eliminate any element of takeover speculation from the Company's share price. The provisions may also be seen to constitute an additional restriction on the ability of Shareholders to deal freely with their shares.

The Directors do not consider that there are any advantages or disadvantages specific to the Directors in relation to Clause 28. The Board remain free to make a recommendation to Shareholders as to whether a proportional takeover bid should be accepted.

Present acquisition proposal

At the date of this Notice, no Director is aware of a proposal by any person to acquire, or to increase the extent of, a substantial interest in the Company.

The Directors unanimously recommend that you vote in favour of this special resolution.



Zicom Group Limited

ABN 62 009 816 871

LODGE YOUR VOTE



ONLINE

<https://investorcentre.linkgroup.com>



BY MAIL

Zicom Group Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia



BY FAX

+61 2 9287 0309



BY HAND

Link Market Services Limited
Parramatta Square, Level 22, Tower 6,
10 Darcy Street, Parramatta NSW 2150



ALL ENQUIRIES TO

Telephone: 1300 554 474

Overseas: +61 1300 554 474



X99999999999

PROXY FORM

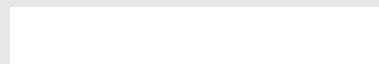
I/We being a member(s) of Zicom Group Limited and entitled to attend and vote hereby appoint:

APPOINT A PROXY



the Chairman of the Meeting (mark box)

OR if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate you are appointing as your proxy



or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **10:00am (Brisbane Time) on Monday, 27 November 2023 at 38 Goodman Place, Murarrie, Queensland 4172 (the Meeting)** and at any postponement or adjournment of the Meeting.

Important for Resolution 3: If the Chair of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chair of the Meeting to exercise the proxy in respect of Resolution 3, even though the Resolution is connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (**KMP**).

The Chair of the Meeting intends to vote undirected proxies in favour of each item of business.

VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting.

Please read the voting instructions overleaf before marking any boxes with an ☒

Resolutions

1 Re-election of Mr Yian Poh Lim as a Director

For Against Abstain*

☐	☐	☐
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2 Re-election of Dr Dean Tai as a Director

☐	☐	☐
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3 Adoption of Remuneration Report

☐	☐	☐
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4 Variation of Constitution

☐	☐	☐
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5 Renewal of Clause 28 of the Constitution: Proportional Takeover Provisions

For Against Abstain*

☐	☐	☐
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* If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a poll and your votes will not be counted in computing the required majority on a poll.

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)



Joint Shareholder 2 (Individual)



Joint Shareholder 3 (Individual)



Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).

ZGL PRX2301C

HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company.

DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Form, including where the Resolution is connected directly or indirectly with the remuneration of KMP.

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- return both forms together.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either shareholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the *Corporations Act 2001*) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" must be received at vote@linkmarketservices.com.au prior to the Meeting in accordance with the Notice of Annual General Meeting. A form of the certificate may be obtained from the Company's share registry or online at www.linkmarketservices.com.au.

LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **10:00am Brisbane time) on Saturday, 25 November 2023**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged:



ONLINE

<https://investorcentre.linkgroup.com>

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" - Securityholder Reference Number (SRN) or Holder Identification Number (HIN).



BY MOBILE DEVICE

Our voting website is designed specifically for voting online. You can now lodge your proxy by scanning the QR code adjacent or enter the voting link <https://investorcentre.linkgroup.com> into your mobile device. Log in using the Holder Identifier and postcode for your shareholding.

QR Code



To scan the code you will need a QR code reader application which can be downloaded for free on your mobile device.



BY MAIL

Zicom Group Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia



BY FAX

+61 2 9287 0309



BY HAND

delivering it to Link Market Services Limited*
Parramatta Square
Level 22, Tower 6
10 Darcy Street
Parramatta NSW 2150

*During business hours Monday to Friday (9:00am - 5:00pm)

**IF YOU WOULD LIKE TO PARTICIPATE IN AND VOTE AT THE ANNUAL GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU.
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**