



23 October 2024

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

## Notice of Annual General Meeting 2024

The Company is pleased to enclose a copy of the following documents in relation to its Annual General Meeting to be held on **Friday, 22 November 2024 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.



23 October 2024

Dear Shareholder

## 2024 Annual General Meeting

On behalf of the Directors of Zicom Group Limited ("ZGL"), I am pleased to invite you to ZGL's 2024 Annual General Meeting ("AGM") which will be held at **10.00am (Brisbane time) on Friday, 22 November 2024**.

We are pleased to be holding a hybrid meeting. This means that shareholders have the option to attend the meeting at **our Cescio Australia office located at 38 Goodman Place, Murarrie, Queensland 4172** or virtually. In order to extend reach and encourage participation, we urge shareholders who cannot attend the meeting physically to attend virtually. However, pre-registration is required by **15 November 2024** so that a meeting link can be sent to you. To pre-register, please email to [ir@zicongroup.com](mailto:ir@zicongroup.com) with your name and Securityholder 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 *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.zicongroup.com](http://www.zicongroup.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 kindly request that you complete and return your Proxy Form as early as possible, no later than **10.00am (Brisbane time) on Wednesday, 20 November 2024**.

We also 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 in to our share registry's website at <https://investorcentre.linkgroup.com> with your Securityholder 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](mailto: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 **Friday, 22 November 2024 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 Report, 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 2024.

**Item 2: Re-election of Directors**

**Resolution 1 – Re-election of Mr Giok Lak Sim as a Director**

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

“That Mr Giok Lak Sim, 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 2 - 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 2024 be and is hereby adopted.”

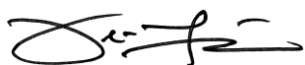
- Notes:*
- (1) *The vote on this resolution is advisory only and does not bind the Company or the Directors.*
  - (2) *If 25% or more of votes that are cast are voted against the adoption of the Remuneration Report at two consecutive AGMs, shareholders will be required to vote at the second of those 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 2**

*Pursuant to Section 250R(4) of the Corporations Act 2001, the Company is required to disregard any votes cast on Resolution 2 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.*

By order of the Board



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Company Secretary  
23 October 2024

## 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 7.00pm (Sydney time) on 20 November 2024.

### **Participate at the Meeting**

In order to extend reach and encourage participation, the proceedings of 2024 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 15 November 2024 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](mailto:ir@zicomgroup.com) with your name and "Holder Identifier" being your Securityholder 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 name and Holder Identifier 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 2 (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 Wednesday, 20 November 2024**. 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.

Link Market Services (part of Link Group) was acquired by Mitsubishi UFJ Trust & Banking Corporation, a consolidated subsidiary of Mitsubishi UFJ Financial Group, Inc. (MUFG) on 16 May 2024. Link Group is now known as MUFG Pension & Market Services. Mailing and contact information are currently unchanged. Over the coming months, Link Market Services will also progressively rebrand to its new name MUFG Corporate Markets, a division of MUFG Pension & Market Services.

### Lodging your votes

You can lodge your vote:

- online on <https://investorcentre.linkgroup.com> by following the instructions. You will need your "Holder Identifier" - Securityholder 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 2024 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 in to our share registry's website at <https://investorcentre.linkgroup.com> with your Securityholder 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](mailto: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 22 November 2024. 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.

No resolution is required for this item, but shareholders will be given a reasonable opportunity to ask questions and to make comments on the reports and the management and performance of the Company. The Company's auditor, PKF Brisbane Audit, will also be present at the meeting and shareholders will be given a reasonable opportunity to ask the auditor questions about the conduct of the audit, the preparation and content of the auditor's report, the accounting policies adopted by the Company and the independence of the auditor.

##### **Item 2: Re-election of Directors**

###### **Background**

Clause 13.6 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 stipulates that a director (other than the Managing Director) may not hold office for a continuous period of more than three years or past the third annual general meeting following the directors' appointment, whichever is the longer, without submitting for election or re-election. The retiring directors shall be eligible for re-election. 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. The longest serving Director is Mr G L Sim.

###### **Mr Giok Lak Sim**

Mr Giok Lak Sim is the founder of Zicom Group Limited. He was appointed to the Board on 5 April 1995 and had served as Zicom Group Limited's Group Managing Director and Chairman from 2006 till 31 December 2018. Thereafter, he remains as the Executive Chairman of Zicom Group Limited and all its subsidiaries. He is a major shareholder through his interest in his family company, SNS Holdings Pte Ltd.

Mr G L Sim has significant broad-based experience, possesses strong business acumen and deep industry knowledge. He is experienced in public accounting, corporate development, strategic management as well as international trade. Mr Sim won the Singapore Ernst & Young Entrepreneur of the Year (Industrial Products), 2008 award. He was a board member of SPRING Singapore, a government agency for enterprise development, for 4 years until 2018 and a member of the Strategic Advisory Panel of Diagnostics Development Hub, A\*Star for 5 years until 2019. He was also a former member of the Board of Governors, UOB-SMU Asian Enterprise Institute. He currently serves as a member of the Incubator Advisory Board, Singapore Eye Research Institute/ Singapore National Eye Centre.

## **Item 2: Re-election of Directors (cont'd)**

Mr G L Sim offers himself for re-election and, being eligible, seeks re-election as a Director of the Company.

**The Directors (with Mr Giok Lak Sim abstaining) unanimously support the re-election of Mr Giok Lak Sim 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 2024 Annual Report of the Company for the financial year ended 30 June 2024.

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 2023 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 2 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.





**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

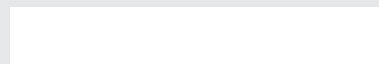
I/We being a member(s) of Zicom Group Limited and entitled to attend and vote hereby appoint:

### 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 Friday, 22 November 2024 at 38 Goodman Place, Murarrie, Queensland 4172 (the Meeting)** and at any postponement or adjournment of the Meeting.

**Important for Resolution 2:** 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 2, 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

For Against Abstain\*

- 1 Re-election of Mr Giok Lak Sim as  
a Director

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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- 2 Adoption of Remuneration Report

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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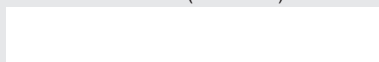
\* If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a poll and your votes will not be counted in computing the required majority on a poll.

### 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 PRX2401C**



## 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:

- (a) 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
- (b) 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](mailto: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](http://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 Wednesday, 20 November 2024**, 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)

### IMPORTANT INFORMATION

Link Group is now known as MUFG Pension & Market Services. Over the coming months, Link Market Services (part of Link Group) will progressively rebrand to its new name MUFG Corporate Markets, a division of MUFG Pension & Market Services.

**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.**