



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 **The Colmslie Hotel, Corner of Wynnum and Junction Roads, Morningside 4170 Queensland, Australia** on **Monday, 3 November 2014 at 10.00am (Brisbane time)**.

Ordinary business

Item 1: Financial Statements and Reports

To receive and consider the Company's Financial Statements, Report of the Directors and the Independent Auditor's Report for the financial year ended 30 June 2014.

Item 2: Re-election of Directors

Resolution 1 – Re-election of Mr Shaw Pao Sze as a Director

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

"That Mr Shaw Pao Sze, 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 Mr Kok Yew Sim as a Director

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

"That Mr Kok Yew Sim who was appointed to the Board after the last Annual General Meeting, retires in accordance to Clause 13.9 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, 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 2014 be adopted."

Notes: (1) *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 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 of 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, 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 Company 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 for the Company.*

Special business

Item 4: Renewal of Proportional Takeover Provisions

Resolution 4 – 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 provisions of Clause 28 of the Constitution, pertaining to the proportional takeover provisions, be renewed for the period commencing on 21 November 2014 and ending on 20 November 2017.”

Item 5: Payment of Performance Bonus in Shares

Resolution 5 – Partial payment of performance bonus to Mr Giok Lak Sim in shares of the Company.

To consider and, if thought fit, for the purpose of Listing Rule 10.11 to pass the following as an **ordinary resolution**:

“To issue and allot shares in the Company fully paid at A\$0.22 each to Mr Giok Lak Sim as part payment of his performance bonus for the financial year ended 30 June 2014 amounting to S\$102,328 pursuant to the terms of his service contract with the Company.”

Voting Exclusion Statement

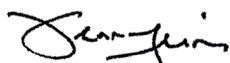
The Company will disregard any votes cast on this resolution by Mr Giok Lak Sim and any of his associates.

However, the Company need not disregard a vote if:

- *it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or*
- *it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.*

A vote must not be cast on Resolution 5 by a Key Management Personnel (excluding the Chairman), or a Closely Related Party of a Key Management Personnel, acting as proxy, if they hold an Undirected Proxy Form.

By order of the Board



Company Secretary

Date: 3 October 2014

Notes

Appointment of proxy

A proxy form is enclosed for your use if required. Please note the following in relation to the appointment of a proxy:

- A member who is entitled to attend and vote at this meeting may appoint any person as his or her proxy to attend and vote for the member at the meeting.
- A proxy need not be a member of the Company.
- If a member is entitled to cast two or more votes at the meeting, the member may appoint two proxies to attend the same meeting. If two proxies are appointed and the appointment does not specify the proportion or number of the member's votes, each proxy may exercise half of the member's votes.
- The appointment of the proxy may specify the proportion or number of votes that the proxy may exercise.
- If a proxy is given by a corporation, a form of proxy must be executed in writing under the common seal of the corporation or otherwise in accordance with section 127 of the Corporations Act 2001 or signed by an attorney.
- If a proxy is given by a natural person, a form of proxy must be executed under the hand of that person or that person's attorney.
- For a proxy appointment to be effective, the Company must receive the following documents (in the manner below) no later than 48 hours before the meeting, that is by 10.00am (Brisbane time) on 1 November 2014:
 - the proxy's appointment;
 - if the appointment is signed by the appointor's attorney – the authority under which the appointment was signed or a certified copy of the authority.

By posting, delivery or facsimile to:

The share registry at:

Locked Bag A14, Sydney South NSW 1235 Australia
or
1A Homebush Bay Drive Rhodes NSW 2138 Australia
or
Level 12, 680 George Street, Sydney NSW 2000
or
Facsimile + 61 2 9287 0309

The Company's registered office at:

38 Goodman Place, Murarrie, QLD, 4172 Australia
or
Facsimile +61 7 3390 6898

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 will be as it appears in the Company's register of members at 7.00pm (Sydney time) on 1 November 2014.

Corporate representatives

A member, that is a body corporate, may appoint an individual as its representative to exercise all or any of the powers the body corporate may exercise at the meeting. The appointment may be a standing one.

Necessary information

Information relevant to each resolution is set out in the attached explanatory notes which form part of this notice to members.

Remuneration Resolutions

- 1 A member of the Company's Key Management Personnel or their Closely Related Party must not, whether in person or by proxy, vote in their own right on the adoption of the Remuneration Report in Resolution 3.
- 2 A person appointed as proxy may vote or abstain from voting as he or she thinks fit except in the following circumstances:
 - 2.1 The proxy holds a Directed Proxy Form;
 - 2.2 Where the proxy is voting in relation to a Remuneration Resolution and the proxy is either a Key Management Personnel for the Company or a Closely Related Party and holds an Undirected Proxy Form; and
 - 2.3 The proxy is required by law or the Company's Constitution to vote in a certain manner or abstain from voting.
- 3 Clause 2.2 does not apply if the Chairman of the meeting is appointed as proxy and his appointment expressly authorises the Chairman to exercise the proxy even if the resolution is a Remuneration Resolution.
- 4 The Chairman intends to vote all Undirected Proxy Forms in favour of all resolutions including Remuneration Resolutions.

Definitions

The following definitions apply in this document:

Closely Related Party means the closely related parties of Key Management Personnel as defined in the Corporations Act 2001, and includes certain members of their family, dependants and companies they control.

Directed Proxy Form means a proxy form which specifies how the proxy is to vote.

Key Management Personnel of the Company are the directors of the Company and those other persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly. The Remuneration Report identifies the Company's key management personnel for the financial year ended 30 June 2014.

Remuneration Resolution means a resolution connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

Undirected Proxy Form means a proxy form which does not specify how the proxy is to vote.

Zicom Group Limited

ACN 009 816 871

Explanatory Notes 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 3 November 2014. 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

The first item of the Notice of Annual General Meeting deals with the presentation of consolidated financial report of the Company, the Directors' Report and the Independent Auditor's Report for the financial year ended 30 June 2014. Shareholders are invited to consider these reports and seek explanation, if required, from the Directors when this item is being considered.

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

Item 2: Re-election of Directors

Resolutions 1 and 2 – Re-election of Mr Shaw Pao Sze and Mr Kok Yew Sim as Directors

Background

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 five Directors who are subject to the rotation provisions, namely Messrs Lim, Leong, Millard, KH Sim and Sze. One of these directors must retire and the longest serving director is Mr Sze. Mr Sze offers himself for re-election and, being eligible, seeks re-election as director of the Company.

Clause 13.9 of the Company's Constitution stipulates that the directors have power at any time to appoint any person to be a director either to fill a casual vacancy or as an addition to the existing directors. The director will hold office until the end of the next annual general meeting of the Company when the director may be re-elected but will not be taken into account in determining the number of directors who must retire by rotation. The directors must not make an appointment so that the total number of directors at any time exceeds the maximum number fixed in accordance with this Constitution. Mr Kok Yew Sim was appointed to the board on 25 September 2014 after the last annual general meeting. As a result, Mr Kok Yew Sim retires in accordance with clause 13.9 of the Company's Constitution and, being eligible, seeks re-election as director of the Company.

Mr Shaw Pao Sze

Mr SP Sze was appointed to the board on 19 February 2010. Mr SP Sze holds a Master Foreign-Going Certificate of Competency and has extensive experiences in maritime industry from managing liner and ship chartering services and corporate planning in one of the world's largest shipping lines and in consultancy services for transport engineering, maritime and logistics planning for infrastructure projects.

The Directors (with Mr SP Sze abstaining) recommend that you vote in favour of this resolution.

Mr Kok Yew Sim

Mr Kok Yew Sim was first appointed to the Board as an Alternate Director to Mr Kok Hwee Sim on 5 July 2010. His appointment as an alternate director ended on 25 September 2014 and was made an Executive Director on the same day. Mr Kok Yew Sim is a Director and Chief Executive Officer of Sys-Mac Automation Engineering Pte Ltd ("Sys-Mac") and is responsible for Sys-Mac's growth strategies, overall administration and management of its business and operations. Sys-Mac is the fulcrum point for our thrust into technologies. Mr Sim is expected to helm our drive in this new direction taken by the Group and as such his appointment will facilitate his contribution to the Board.

Mr Kok Yew Sim graduated with a Bachelor's degree in Electrical and Electronics Engineering from the University of Michigan with Honours (Summa Cum Laude). He is the second son of the Chairman and Managing Director, Mr G L Sim and a director of substantial shareholder, SNS Holdings Pte Ltd.

The Directors (with Mr K Y Sim abstaining) recommend that you vote in favour of this resolution.

Item 3: Remuneration Report

Resolution 3 – Adoption of Remuneration Report

Section 250R(2) of the Corporations Act 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 resolution is advisory only and does not bind the Directors of the Company. The remuneration report sets out the Company’s remuneration arrangements for the Directors and senior management of the Company. The remuneration report is part of the Directors’ report contained in the Annual Report of the Company for the financial year ended 30 June 2014.

Under the changes to the Corporations Act which came into effect on 1 July 2011, 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 2013 AGM, less than 25% of the votes cast were against 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.

Item 4: Renewal of Proportional Takeover Provisions

Resolution 4 – Renewal of Clause 28 of the Constitution: Proportional Takeover Provisions

At the Company’s General Meeting held on 28 August 2008, shareholders approved the renewal of Clause 28 of the Company’s Constitution which specifically provides that registering a transfer resulting from the acceptance of an offer made under a proportional takeover bid is prohibited unless and until an ordinary resolution approving the proportional takeover bid is passed by the holders of the bid class shares.

In accordance with section 648G(1) of the Corporations Act 2001 and the Constitution, Clause 28 will cease to have effect after 20 November 2014 unless again renewed for a further 3 years.

Renewal of proportional takeover provisions

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 and will remain effective for 3 years until 20 November 2017 before shareholders must again consider the provisions.

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.

The information set out below is required to be included in this Explanatory Note by section 648(5) of the Corporations Act.

Reasons for the renewing proportional takeover provisions

A proportional takeover bid is an off-market bid to buy a specified portion of each shareholder’s shares. 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.

The provision gives 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.

Present acquisition proposal

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

Item 4: Renewal of Proportional Takeover Provisions (cont'd)

Advantages and disadvantages

As far as the Directors are aware, at the date of this notice there have not been any actual advantages or disadvantages to either the Directors or shareholders arising from the proportional takeover provisions.

Potential advantages of renewal - shareholders

The proportional takeover provisions give shareholders a mechanism to decide whether any proportional takeover bid should proceed or not.

The provisions ensure that all shareholders have an opportunity to consider a proportional takeover bid and vote on whether it should be permitted to proceed. This should ensure that any future proportional takeover bid is structured to be attractive to a majority of independent shareholders.

Potential disadvantages of renewal - shareholders

The approval provisions 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.

Potential advantages and disadvantages of renewal - Directors

There are no specific advantages or disadvantages for the Directors (in their capacity as Directors of the Company) of the proportional takeover provisions.

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

Item 5: Payment of Performance Bonus in Shares

Resolution 5 – Partial payment of performance bonus to Mr Giok Lak Sim in shares of the Company.

Background

In accordance with the terms of his service agreement, Mr GL Sim is entitled to convert part of his performance bonus up to no more than 50% of the amount payable into the Company's shares at the average of the closing prices of the last 5 trading days before the end of the relevant financial year. Such entitlement must be exercised within 7 working days after the financial year-end.

Mr GL Sim has elected to convert 50% of his performance bonus amounting to S\$102,328 into fully paid ordinary shares ("Shares") in the Company.

The share will be issued at A\$0.22 which was the average closing prices of the last 5 trading days before 30 June 2014. The Shares will rank pari passu with the ordinary existing shares of the Company. No funds will be raised from the issue of these shares as shares are being issued in lieu of cash payment of performance bonus.

Regulatory requirements

Section 208 of the Corporations Act provides that the Company must not give a financial benefit to a related party except under certain circumstances including, where the benefit is "reasonable remuneration" or circumstances in which the shareholders approve the giving of the financial benefit.

The Directors consider that the proposed grant of Shares is reasonable remuneration for the grantee and in accordance with the Company's remuneration policy.

ASX Listing Rule 10.11 provides that a listed company must not issue or agree to issue any shares to a related party without the approval of shareholders.

Accordingly, shareholder approval is sought under ASX Listing Rule 10.11 for the proposed grant of Shares to Mr GL Sim.

Item 5: Payment of Performance Bonus in Shares (cont'd)

Opportunity costs

i) Dilution of capital

The maximum number of Shares to be issued to Mr GL Sim will be arrived at by first converting 50% of his bonus payable into Australian dollars using the spot exchange rate ruling at the date of allotment of Shares and thereafter dividing it by A\$0.22.

If Resolution 5 is approved, based on the current A\$ to S\$ exchange rate of 1.124, the hypothetical additional Shares to be issued will approximate 413,814 which represents 0.19% of total shares in the Company. The capital structure of the Company will be as follows:

	Existing Capital Structure	Revised Capital Structure (if Resolution 5 is approved)
No of Ordinary shares	214,547,463	214,961,277

ii) Foregone capital inflow

To issue new Shares at A\$0.22 each may result in capital forgone by the Company to the extent that the market price of the Company's share exceeds the issue price of A\$0.22 on the day of allotment of the Shares by the Company.

Taxation

As far as the Company is aware, there is no adverse taxation consequence to the Company arising from the proposed issue of shares.

Proposed date of issue of shares

If the proposed resolution is passed, the Company will issue the Shares to Mr GL Sim within 10 days after the resolution is passed.

Other information

There is no other information known to the Company or any of its Directors that is reasonably required by shareholders in order to decide whether or not it is in the Company's interest to pass the proposed resolution that is not contained in this notice of meeting and explanatory statement.

A voting exclusion applies in relation to Resolution 5 (see accompanying Notice of Meeting).

The Directors (with Mr GL Sim abstaining) recommend that you vote in favour of resolution 5.

**Zicom Group Limited**

ABN 62 009 816 871

LODGE YOUR VOTE**ONLINE****www.linkmarketservices.com.au****By mail:**Zicom Group Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia**By fax: 02 9287 0309****All enquiries to: Telephone: 1300 554 474****PROXY FORM**

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

STEP 1**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 (excluding the registered shareholder) you are appointing as your proxy.

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 vote on my/our behalf (including in accordance with the directions set out below or, if no directions have been given, to vote as the proxy sees fit, to the extent permitted by the law) at the Annual General Meeting of the Company to be held at **10:00am on Monday, 3 November 2014 at The Colmslie Hotel, Corner of Wynnum and Junction Roads, Morningside 4170, Queensland, Australia** (the Meeting) and at any postponement or adjournment of the Meeting.

I/we expressly authorise the Chairman of the Meeting to exercise my/our proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the key management personnel.

The Chairman of the Meeting intends to vote undirected proxies in favour of all items of business.

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 **X**

STEP 2**VOTING DIRECTIONS****ORDINARY BUSINESS****Resolution 1**

Re-election of Mr Shaw Pao Sze as a Director

For Against Abstain*

☐ ☐ ☐**Resolution 2**

Re-election of Mr Kok Yew Sim as a Director

☐ ☐ ☐**Resolution 3**

Adoption of Remuneration Report

☐ ☐ ☐**SPECIAL BUSINESS****Resolution 4**Renewal of Clause 28 of the Constitution:
Proportional Takeover Provisions

For Against Abstain*

☐ ☐ ☐**Resolution 5**Partial payment of performance bonus to
Mr Giok Lak Sim in shares of the Company☐ ☐ ☐

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

STEP 3**SIGNATURE OF SHAREHOLDERS - THIS MUST BE COMPLETED**

Shareholder 1 (Individual)

Sole Director and Sole Company Secretary

Joint Shareholder 2 (Individual)

Director/Company Secretary (Delete one)

Joint Shareholder 3 (Individual)

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 PRX401R

HOW TO COMPLETE THIS 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 a Proxy

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If the person you wish to appoint as your proxy is someone other than the Chairman of the Meeting please write the name of that person in Step 1. If you appoint someone other than the Chairman of the Meeting as your proxy, you will also be appointing the Chairman of the Meeting as your alternate proxy to act as your proxy in the event the named proxy does not attend the Meeting.

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" should be produced prior to admission in accordance with the Notice of 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 on Saturday, 1 November 2014**, 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 > www.linkmarketservices.com.au

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) as shown on the front of the Proxy Form).



by mail:

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



by fax:

02 9287 0309



by hand:

delivering it to Link Market Services Limited, 1A Homebush Bay Drive, Rhodes NSW 2138 or Level 12, 680 George Street, Sydney NSW 2000.

**If you would like to attend and vote at the Annual General Meeting, please bring this form with you.
This will assist in registering your attendance.**