



**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, Queensland 4170, Australia** on **Wednesday, 15 November 2017 at 10.00am (Brisbane time)**.

**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 2017.

**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 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, 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 2017 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 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: 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 bid, be renewed for the period commencing on 21 November 2017 and ending on 20 November 2020.”

By order of the Board



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Company Secretary

Date: 13 October 2017

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## 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 13 November 2017:
  - 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  
Level 12, 680 George Street, Sydney NSW 2000  
Australia  
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 13 November 2017.

### 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 Resolution

- 1 A member of the Group'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 Group 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 the Remuneration Resolution.

## 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 Group are the Directors of the Company and those other persons having authority and responsibility for planning, directing and controlling the major activities of the Group, directly or indirectly. The Remuneration Report identifies the Group's Key Management Personnel for the financial year ended 30 June 2017.

**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 15 November 2017. 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 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 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 Lim, Leong, Millard, KH Sim, KY Sim and Sze. Two of these Directors must retire and the longest serving Directors are Mr Sze and Mr KY Sim. Both Directors offer themselves for re-election and, being eligible, seek re-election as Directors of the Company.

##### Mr Shaw Pao Sze

Mr Shaw Pao Sze was appointed to the board on 19 February 2010. Mr Sze holds a Master Foreign-Going Certificate of Competency and has extensive experiences in maritime industry from managing liner and ship chartering services, 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 Shaw Pao 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 and was made an Executive Director on 25 September 2014. Mr 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 also the Deputy Chairman of iPtec Pte Ltd, the medtech translation subsidiary and a Director of Zicom MedTacc Private Limited, a medical technology accelerator and investment company. Mr Sim will be instrumental in building the Group's capabilities to support medical technologies and as such his appointment will facilitate his contribution to the Board.

Mr 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 Kok Yew Sim abstaining) 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 resolution is advisory only and does not bind the Directors of the Company. The Remuneration Report sets out the remuneration arrangements for the Directors and senior management of the Group. The Remuneration Report is part of the Directors' Report contained in the 2017 Annual Report of the Company for the financial year ended 30 June 2017.

Under the *Corporations Act 2001*, 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 of the company's directors other than the managing director stand for re-election.

At the Company's 2016 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.

#### Special Business

##### Item 4: Renewal of Proportional Takeover Provisions

At the Company's General Meeting held on 3 November 2014, 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 2017 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 2020 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 memorandum by Section 648G(5) of the *Corporations Act 2001*.

##### 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 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.

##### Present acquisition proposal

At the date of this Notice, no Director is aware of a proposal by a person to acquire, or to increase the extent of, 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.***

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**Zicom Group Limited**

ABN 62 009 816 871

**LODGE YOUR VOTE**

**ONLINE**  
[www.linkmarketservices.com.au](http://www.linkmarketservices.com.au)

**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  
1A Homebush Bay Drive, Rhodes NSW 2138; or  
Level 12, 680 George Street, Sydney NSW 2000

**ALL ENQUIRIES TO**  
Telephone: +61 1300 554 474



**X999999999999**

**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 Wednesday, 15 November 2017 at The Colmslie Hotel, Corner of Wynnum and Junction Roads, Morningside, Queensland 4170, Australia (the Meeting)** and at any postponement or adjournment of the Meeting.

**Important for Resolution 3:** If the Chairman 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 Chairman 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 Chairman 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 Shaw Pao Sze as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Re-election of Mr Kok Yew Sim as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Renewal of Clause 28 of the Constitution: Proportional Takeover Provisions	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

\* 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.

**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 PRX1701C**

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STEP 1

STEP 2

STEP 3





## 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" 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](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 Monday, 13 November 2017**, 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](http://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

+61 2 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

\* During business hours (Monday to Friday, 9:00am–5:00pm)

**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.**