Zicom Group Limited ABN 62 009 816 871

38 Goodman Place, Murarrie, Queensland 4172 • Tel: (07) 3908 6088 • Fax: (07) 3390 6898

30 October 2026

Market Announcements Office
Australian Securities Exchange
Level 27, 39 Martin Place
Sydney, NSW, 2000

Notice of Annual General Meeting 2026

The Company is pleased to enclose a copy of the following documents in relation to its Annual General Meeting to be held on **Monday, 30 November 2026 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) Letter to shareholders regarding printed copies of annual report despatched to shareholders who have elected to receive hard copies.

d) Sample Proxy Form

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

Zicom Group Limited ABN 62 009 816 871
38 Goodman Place, Murarrie, Queensland 4172 • Tel: (07) 3908 6088 • Fax: (07) 3390 6898

30 October 2026

Dear Shareholder

2026 Annual General Meeting

On behalf of the Directors of Zicom Group Limited ("ZGL"), I am pleased to invite you to our upcoming 2026 Annual General Meeting ("AGM") which will be held at **10.00am (Brisbane time) on Monday, 30 November 2026.** You can attend online or in person at **our Cesco Australia office located at 38 Goodman Place, Murarrie, Queensland 4172**. Your participation, and our ability to engage with you through the AGM, is important to me and my fellow directors.

For shareholders who intend to participate virtually, pre-registration is required by **23 November 2026** so that a meeting link can be sent to you. To pre-register, please email to **ir@zicomgroup.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 physical copies of the Notice of Meeting or Annual Report to shareholders unless you have requested to receive them in hard copy. Instead, these documents can be viewed and downloaded from our website (**www.zicomgroup.com**) and the ASX Market Announcements 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 Saturday, 28 November 2026**.

We also take this opportunity to urge you to provide your email address so we can communicate with you in the fastest and most cost-effective manner possible, while also reducing our environmental impact. You can make a standing election to receive some or all of your shareholder communications such as meeting documents, dividend statements and annual reports in physical or electronic form.

To review or update your current communication preferences, please visit our share registry Investor Centre website at **https://au.investorcentre.mpms.mufg.com** and log in via the Portfolio login. If you do not have a portfolio login, please create one. After you have logged in, mouse over your initials at the upper-right corner and select 'Communication Preferences' and follow the prompts. If at any time you require assistance about the options available to you, please contact MUFG Corporate Markets via email to **communications@cm.mpms.mufg.com**.

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 ABN 62 009 816 871

38 Goodman Place, Murarrie, Queensland 4172 • Tel: (07) 3908 6088 • Fax: (07) 3390 6898

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 or ZGL**) will be held at **38 Goodman Place, Murarrie, Queensland 4172, Australia** on **Monday, 30 November 2026 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 2026.

Item 2: Re-election of Directors

Resolution 1 – 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."

Resolution 2 – 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."

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 2026 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.

Item 4: Ratification of Appointment of Auditor

Resolution 4 – Ratification of Appointment of Auditor

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

> "That for the purposes of Section 327B of the Corporations Act 2001 and for all other purposes, the appointment of Horizon Nexus (Qld) Pty Limited (formerly known as PKF Brisbane Audit Pty Ltd) as auditor of the Company, having consented to act as auditor and having been appointed by the Directors to fill a casual vacancy, be ratified and confirmed."

Special business

Item 5: Partial 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 ordinary shares in the Company fully paid at A$0.127 each to Mr Giok Lak Sim as part payment of his performance bonus for the financial year ended 30 June 2026 amounting to S$50,000 pursuant to the terms of his service agreement with the Company."

Voting Exclusion Statement for Resolution 5

The Company will disregard any votes cast in favour of this resolution by or on behalf of the person who is to receive the securities in question and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the entity), or an associate of that person or those persons.

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 given to the chair to vote as the chair decides; or*
- *it is cast by a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:*
  - *the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and*
  - *the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.*

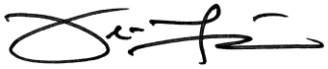
Item 6: Proportional Takeover Provisions

Resolution 6 – Re-insertion 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, for the purposes of Section 648G(4) and Section 136(2) of the *Corporations Act 2001* and for all other purposes, the proportional takeover provisions contained in Clause 28 of the Company's Constitution be re-inserted for a further period of three years commencing from the date of this Annual General Meeting."

By order of the Board



Company Secretary
30 October 2026

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 28 November 2026.

Participate at the Meeting
In order to extend reach and encourage participation, the proceedings of 2026 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 in 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 23 November 2026 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 "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://au.investorcentre.mpms.mufg.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 number of votes, each proxy may exercise half of your 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 MUFG Corporate Markets 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, 28 November 2026.** 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 MUFG Corporate Markets.

Lodging your votes
You can lodge your vote:

- online on **https://au.investorcentre.mpms.mufg.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 MUFG Corporate Markets (AU) Limited at Locked Bag A14, Sydney South NSW 1235 Australia
    - faxing it to + 61 2 9287 0309
    - hand delivering it to MUFG Corporate Markets (AU) 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 2026 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 in the fastest and most cost-effective manner possible. You can make a standing election to receive some or all of your shareholder communications such as meeting documents, dividend statements and annual reports in physical or electronic form.

To review or update your current communication preferences, please visit our share registry Investor Centre website at **https://au.investorcentre.mpms.mufg.com** and log in via the Portfolio login. If you do not have a portfolio login, please create one. After you have logged in, mouse over your initials at the upper-right corner and select Communication Preferences. If at any time you require information about the options available to you, please contact MUFG Corporate Markets via email to **communications@cm.mpms.mufg.com**.

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 30 November 2026. 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, Horizon Nexus (Qld) Audit Pty Limited, 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 requires 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 director's 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, Jonathan Lim, S J Douglas, Ms Jenny Lim and Dr Dean Tai. The longest serving Directors are Dr Dean Tai and Mr Yian Poh Lim.

Dr Dean Tai

Dr Dean Tai is a resident in Brisbane. He is a co-founder, chief scientific officer and director of HistoIndex Pte. Ltd. ("HistoIndex"). He set up HistoIndex's wholly-owned subsidiary in China to explore the Chinese market potentials for Histoindex's technology. He has more than a decade of experience in managing companies, 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 pursuit of continuous transformation of its businesses to align with the continuously evolving new age global economy. Dr Dean Tai earned both his Bachelor of Technology (with First Class Honours) and PhD in Biomedical Engineering from the University of Auckland, New Zealand.

Dr Dean Tai offers himself for re-election and, being eligible, seeks re-election as a Director of the Company.

The Directors (with Dr Dean Tai abstaining) recommend that you vote in favour of this resolution.

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

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 set up Yian Poh Associates, a financial consultancy and investment firm. Over the years, he sat on various listed companies on the 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. 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. In 1985, he completed the Stanford-NUS Executive Program offered by Stanford University and National University of Singapore and in 1990, the Senior Management Development Program organised by Harvard Business School Alumni Club of Malaysia.

Mr Yian Poh Lim offers himself for re-election and, being eligible, seeks re-election as a Director of the Company.

The Directors (with Mr Yian Poh Lim 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 vote on this resolution is advisory only and does not bind the Directors or the Company. The Remuneration Report sets out an overview of the remuneration framework for the Directors and senior management of the Group. The Board believes that the remuneration policies and structure, as outlined in the Remuneration Report, are appropriate relative to the Company's size, business objectives and current market practices.

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 2025 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.

Item 4: Ratification of Appointment of Auditor

On 28 May 2026, the Company appointed PKF Brisbane Audit Pty Ltd as auditor of the Company following the receipt of consent from the Australian Securities and Investments Commission ("ASIC") to the resignation of PKF Brisbane Audit. The change occurred due to the restructuring of PKF's audit practice, transitioning from a partnership, PKF Brisbane Audit, into an ASIC registered and authorised audit company, PKF Brisbane Audit Pty Ltd. Effective from 1 July 2026, PKF Brisbane Audit Pty Ltd exited the PKF international network and joined Horizon Nexus Partners prompting a corporate name change to Horizon Nexus (Qld) Audit Pty Limited ("Horizon Nexus"). Importantly, there have been no changes to the audit partner, audit scope, approach or methodology.

Following the above appointment, and in accordance with Section 327C(2), Horizon Nexus holds office until the Company's next annual general meeting, which is the subject of this Notice. Accordingly, the Company now seeks shareholder approval for the appointment of Horizon Nexus as auditor of the Company and its controlled entities.

Upon completing the recent audit, Horizon Nexus informed the Board that they received a national directive to resign from all listed company engagements. To ensure a thorough and robust selection process, the Board will commence a competitive tender process to select the next auditor after this Meeting. The Board will fill the casual vacancy in due course and shareholder approval will be sought at the 2027 annual general meeting.

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

Special Business

Item 5: Partial Payment of Performance Bonus in Shares

Background

In accordance with the terms of his service agreement, Mr G L 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 G L Sim has elected to convert 50% of his performance bonus amounting to S$50,000 into fully paid ordinary shares ("Shares") in the Company. The Share will be issued at A$0.127 which was the average closing prices of the last 5 trading days before 30 June 2026. 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 2001* 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.

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

Regulatory requirements (cont'd)

The Directors consider that the proposed issue of Shares is reasonable remuneration for Mr G L Sim and in accordance with the Company's remuneration policy. ASX Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, a listed company must not issue or agree to issue equity securities to any of the following persons without the approval of the holders of its ordinary securities:

10.11.1 a related party;

10.11.2 a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (30%+) holder in the entity;

10.11.3 a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (10%+) holder in the entity and who has nominated a director to the board of the entity pursuant to a relevant agreement which gives them a right or expectation to do so;

10.11.4 an associate of a person referred to in Listing Rules 10.11.1 to 10.11.3; or

10.11.5 a person whose relationship with the entity or a person referred to in Listing Rules 10.11.1 to 10.11.4 is such that, in ASX's opinion, the issue or agreement should be approved by security holders.

Given that Mr G L Sim is the Executive Chairman and substantial holder of the Company, the proposed issue falls within Listing Rules 10.11.1 and 10.11.2 and since it does not fall within any of the exceptions in Listing Rule 10.12, it therefore requires the approval of Zicom Group Limited's shareholders.

Accordingly, shareholder approval is sought under Resolution 5 for the proposed issue of Shares to Mr G L Sim for the purposes of Listing Rule 10.11.

Opportunity costs

i) Dilution of capital

The maximum number of Shares to be issued to Mr G L 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$0.127.

If Resolution 5 is approved, based on the current A$ to S$ exchange rate of 0.90, the hypothetical additional Shares to be issued to Mr G L Sim will approximate 437,445 which represents 0.20% 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	215,580,208	216,017,653

If Resolution 5 is not approved, Zicom Group Limited will not be able to proceed with the issue of Shares and will pay 100% of his performance bonus amounting to S$100,000 to Mr G L Sim in cash.

i) Foregone capital inflow

To issue new Shares at A$0.127 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$0.127 on the day of allotment of the Shares by the Company.

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

Remuneration Package

Below sets out Mr G L Sim's total remuneration package for the year ended 30 June 2026:

	S$
Salary	120,000
Performance bonus	
- Payable in Cash	50,000
- Payable in Shares of the Company (if approved by shareholders) If not approved, this amount will be payable in Cash	50,000
Superannuation	7,920
As disclosed in 2026 Remuneration Report	227,920

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 G L 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 memorandum.

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

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

Item 6: Proportional Takeover Provisions

The proportional takeover provisions set out in Clause 28 of the Company's Constitution prohibit the registration of transfer of shares acquired under a proportional takeover bid, unless a resolution is passed by the shareholders approving the bid. As provided for under the *Corporations Act 2001* and the Company's Constitution, Clause 28 will automatically cease to have effect on the third anniversary of the date of its adoption or as of its most recent renewal.

The most recent renewal was approved by shareholders on 27 November 2023 which means that Clause 28 will cease to have effect by 26 November 2026. As the Meeting is held after this date, Resolution 6 seeks the approval of shareholders to re-insert Clause 28 for a further three years under Sections 648G(4) and 136(2) of the *Corporations Act 2001*. The proposed takeover provisions are identical to those approved by shareholders in 2023.

The re-insertion of the proportional takeover provisions is a special resolution and therefore requires at least 75% of the votes cast by shareholders entitled to vote on the resolution to be in favour. If approved by shareholders at this Meeting, Clause 28 will operate for three years from the date of this Meeting until 29 November 2029, unless earlier renewed.

Item 6: Proportional Takeover Provisions (cont'd)

What is a proportional takeover bid?

A proportional takeover bid is a takeover offer made to all shareholders to acquire only a portion of their shares. 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

If 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

By making a partial bid, a bidder can obtain practical control of the Company by acquiring less than a majority interest. Shareholders could be exposed to the risks of passing control to the bidder without payment of a satisfactory control premium for all their shares and being left with a minority interest in the Company. Such shareholder could potentially suffer further 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 proportional takeover provisions will ensure that shareholders would have the opportunity to collectively decide to accept or reject the offer. If it does proceed, individual shareholder can make a separate decision as to whether 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 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, including appropriate pricing.

Item 6: Proportional Takeover Provisions (cont'd)

Potential advantages and disadvantages (cont'd)

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.

Since Clause 28 of the Company's Constitution was last renewed by shareholders on 27 November 2023 and up to the date of this Notice, there have been no full or proportional takeover bids for the Company. Therefore, there has been no example against which to review the advantages or disadvantages of the provisions for the Directors and the shareholders respectively, during this period.

The Board considers that the potential advantages of the proportional takeover provisions for shareholders outweigh the potential disadvantages.

Re-inserting the proportional takeover provisions in the Company's Constitution will enable Directors to formally ascertain the views of shareholders in respect of a proportional takeover bid. Without such provisions, the Directors are dependent upon their perception of the interests and views of shareholders. Other than this advantage, the Directors consider that proportional takeover provisions confer no potential advantages or disadvantages on them in their capacity as Directors of the Company. The Board remains free to make a recommendation to shareholders as to whether a proportional takeover bid should be accepted.

Knowledge of any acquisition proposals

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.

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

Zicom Group Limited ABN 62 009 816 871

38 Goodman Place, Murarrie, Queensland 4172 • Tel: (07) 3908 6088 • Fax: (07) 3390 6898

30 October 2026

Dear Shareholder

ANNUAL REPORT

Effective this year, a printed copy of the Annual Report will only be sent to shareholders who have affirmatively elected to receive a hard copy.

Zicom Group Limited ("ZGL") is committed to promoting positive environmental outcomes and minimising waste. We urge you to consider receiving communications via emails rather than in printed form. This not only allows the Company to keep you informed without delay but also helps to reduce print and mail costs for the Company as well as doing our little part for the environment.

Our Annual Report as well as Notice of Meeting will continue to be available electronically on the ZGL's website and the ASX market announcements platform (ASX code: ZGL).

If, at any time, you wish to elect to receive some or all of the shareholder communications in electronic form, please visit our share registry Investor Centre website at **https://au.investorcentre.mpms.mufg.com** and log in via the Portfolio login. If you do not have a Portfolio login, please create one. After you have logged in, mouse over your initials at the upper-right corner and select 'Communication Preferences' and follow the on-screen prompts to complete your election.

Thank you for helping us do our part for the environment.

Yours faithfully
Zicom Group Limited



Lim Bee Chun, Jenny
Director/Company Secretary

Zicom Group Limited
ABN 62 009 816 871

LODGE YOUR VOTE

ONLINE
https://au.investorcentre.mpms.mufg.com

BY MAIL
Zicom Group Limited
C/- MUFG Corporate Markets (AU) Limited
Locked Bag A14
Sydney South NSW 1235 Australia

BY FAX
+61 2 9287 0309

BY HAND
MUFG Corporate Markets (AU) 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

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 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, 30 November 2026 at 38 Goodman Place, Murarrie, Queensland 4172** (the **Meeting**) and at any postponement or adjournment of the Meeting.

Important for Resolutions 3 and 5: 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 Resolutions 3 and 5, even though the Resolutions are 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.

STEP 2 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 Dr Dean Tai as a Director	☐	☐	☐
2	Re-election of Mr Yian Poh Lim as a Director	☐	☐	☐
3	Adoption of Remuneration Report	☐	☐	☐
4	Ratification of Appointment of Auditor	☐	☐	☐
5	Partial Payment of Performance Bonus to Mr Giok Lak Sim in Shares of the Company.	☐	☐	☐
6	Re-insertion of Clause 28 of the Constitution: Proportional Takeover Provisions	☐	☐	☐

* 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.

STEP 3 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).

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 Resolutions are 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 they choose. 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 support@cm.mpms.mufg.com prior to admission 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.mpms.mufg.com/en/mufg-corporate-markets.

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, 28 November 2026,** 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://au.investorcentre.mpms.mufg.com

Login to the Investor Centre using the holding details as shown on the Voting/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

QR Code

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

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/- MUFG Corporate Markets (AU) Limited
Locked Bag A14
Sydney South NSW 1235
Australia

BY FAX

+61 2 9287 0309

BY HAND

delivering it to MUFG Corporate Markets (AU) 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.