

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting ("**Meeting**") of Amcorp Global Limited (the "**Company**") will be held at Novotel Singapore on Kitchener, Jade Room, Level 3, 181 Kitchener Road, Singapore 208533 on 24 July 2024, Wednesday, at 3.00 p.m. for the following purposes:

(A) ORDINARY BUSINESS

1. To receive and adopt the Directors' Statement and the Audited Financial Statements of the Company for the financial year ended 31 March 2024 together with the Auditors' Report thereon. **(Resolution 1)**
2. To re-elect the following Directors retiring by rotation pursuant to Regulation 89 of the Company's Constitution.

Mr. Kamil Ahmad Merican
Mr. Tay Beng Chai

(Resolution 2)
(Resolution 3)

*Mr. Kamil Ahmad Merican will, upon re-election as a Director, remain as an Independent Non-Executive Director, the Chairman of the Audit Committee, as well as a member of the Nominating and Remuneration Committee. Mr. Kamil Ahmad Merican will be considered independent for the purpose of Rule 704(8) of the Singapore Exchange Securities Trading Limited ("**SGX-ST**") listing manual ("**SGX-ST Listing Manual**"). There are no relationships (including immediate family relationships) between Mr. Kamil Ahmad Merican and the other Directors, the Company, its related corporations, its substantial shareholders or its officers which may affect his independence.*

Mr. Tay Beng Chai will, upon re-election as a Director, remain as an Independent Non-Executive Director, the Chairman of the Nominating and Remuneration Committee, as well as a member of the Audit Committee. Mr. Tay Beng Chai will be considered independent for the purpose of Rule 704(8) of the SGX-ST Listing Manual. There are no relationships (including immediate family relationships) between Mr. Tay Beng Chai and the other Directors, the Company, its related corporations, its substantial shareholders or its officers which may affect his independence.

3. To approve the payment of Directors' emoluments of up to S\$343,000/- for the financial year ending 31 March 2025, to be paid in arrears (FY2024: up to S\$343,000/-). **(Resolution 4)**
4. To re-appoint Messrs Baker Tilly TFW LLP as the Company's Auditors and to authorise the Directors to fix their remuneration. **(Resolution 5)**
5. To transact any other ordinary business which may be properly transacted at an Annual General Meeting.

(B) SPECIAL BUSINESS

To consider and if thought fit, to pass the following resolutions as Ordinary Resolutions, with or without any modifications:

6. Authority to issue shares

That pursuant to Section 161 of the Companies Act 1967, and Rule 806 of the SGX-ST Listing Manual, the Directors of the Company be authorised and empowered to:

- (a) (i) issue shares in the Company ("**Shares**") whether by way of rights, bonus or otherwise; and/or
- (ii) make or grant offers, agreements or options (collectively, "**Instruments**") that might or would require Shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) options, warrants, debentures or other instruments convertible into Shares,

at any time and upon such terms and conditions and for such purposes and to such persons as the Directors of the Company may in their absolute discretion deem fit; and

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- (b) (notwithstanding the authority conferred by this Resolution may have ceased to be in force) issue Shares in pursuance of any Instruments made or granted by the Directors of the Company while this Resolution was in force,

provided that:

- (1) the aggregate number of Shares (including Shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution) to be issued pursuant to this Resolution shall not exceed 50% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below), of which the aggregate number of Shares to be issued other than on a pro rata basis to shareholders of the Company shall not exceed 20% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below);
- (2) (subject to such manner of calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of Shares that may be issued under sub-paragraph (1) above, the total number of issued Shares (excluding treasury shares and subsidiary holdings) shall be based on the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company at the time of the passing of this Resolution, after adjusting for:
- (a) new Shares arising from the conversion or exercise of any convertible securities;
- (b) new Shares arising from the exercise of share options or vesting of share awards which are outstanding or subsisting at the time of the passing of this Resolution; and
- (c) any subsequent bonus issue, consolidation or subdivision of Shares;
- (3) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the SGX-ST Listing Manual for the time being in force (unless such compliance has been waived by the SGX-ST) and the Constitution of the Company; and
- (4) unless revoked or varied by the Company in a general meeting, such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is earlier.

[See Explanatory Note (i)]

(Resolution 6)

7. **Renewal of the Share Buy-Back Mandate**

That:

- (a) for the purposes of Sections 76C and 76E of Companies Act 1967 (the "**Act**"), the exercise by the Directors of the Company of all the powers of the Company to purchase or otherwise acquire issued ordinary shares in the capital of the Company ("**Shares**") not exceeding in aggregate the Maximum Limit (as hereafter defined), at such price or prices as may be determined by the Directors of the Company from time to time up to the Maximum Price (as hereafter defined), whether by way of:
- (i) on-market purchases through the SGX-ST's ready market or, as the case may be, any other stock exchange on which the Shares may for the time being be listed and quoted, through one or more duly licensed stockbrokers appointed by the Company for the purpose (the "**On-Market Share Buy-Back**"); and/or
- (ii) off-market purchases (if effected otherwise than on the SGX-ST) in accordance with any equal access scheme(s) as defined in Section 76C of the Act as may be determined or formulated by the Directors as they may consider fit and in the best interests of the Company, which scheme(s) shall satisfy all the conditions prescribed by the Act and the SGX-ST Listing Manual (the "**Off-Market Share Buy-Back**"),

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and otherwise in accordance with all other laws, regulations and rules of the SGX-ST, as may for the time being be applicable, be and is hereby authorised and approved generally and unconditionally (the **"Share Buy-Back Mandate"**);

- (b) unless varied or revoked by the Company in a general meeting, the authority conferred on the Directors of the Company pursuant to the Share Buy-Back Mandate may be exercised by the Directors of the Company at any time and from time to time during the period commencing from the passing of this Resolution and expiring on the earliest of:
 - (i) the date on which the next Annual General Meeting of the Company is held or required by law to be held or;
 - (ii) the date on which the Share Buy-Backs are carried out to the full extent mandated; or
 - (iii) the date on which the authority contained by the Share Buy-Back Mandate is revoked or varied by the shareholders in a general meeting;

- (c) in this Resolution:

"Maximum Limit" means the number of Shares representing not more than ten per cent (10%) of the total issued ordinary shares of the Company ascertained as at the date of the passing of this Resolution unless the Company has effected a reduction of the share capital of the Company in accordance with the applicable provisions of the Act at any time during the Relevant Period (as defined hereinafter), in which event the total number of Shares shall be taken to be the amount of the total number of Shares as altered (excluding any treasury shares and subsidiary holdings that may be held by the Company from time to time);

"Relevant Period" means the period commencing from the date on which the last Annual General Meeting of the Company was held and expiring on the date the next Annual General Meeting of the Company is held or is required by law to be held, whichever is earlier, or until it is varied or revoked by the Company in general meeting, after the date of the passing of this Resolution; and

"Maximum Price" in relation to a Share to be purchased, means the purchase price (excluding brokerage, stamp duties, applicable goods and services tax and other related expenses) not exceeding:

- (i) in the case of an On-Market Share Buy-Back, 105% of the Average Closing Price of the Shares; and
- (ii) in the case of an Off-Market Share Buy-Back, 120% of the Average Closing Price of the Shares,

where:

"Average Closing Price" means the average of the closing market prices of a Share over the last five (5) Market Days on which the Shares were transacted on the SGX-ST immediately preceding the day of the On-Market Share Buy-Back or, as the case may be, the day of the making of the offer pursuant to an Off-Market Share Buy-Back, and as deemed to be adjusted for any corporate action that occurs after the relevant 5-Market Day period;

"Market Day" means a day on which the SGX-ST is open for trading in securities; and

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- (d) the Directors of the Company and/or any of them be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they and/he may consider expedient or necessary or in the interests of the Company to give effect to the transactions contemplated and/or authorised by this resolution.

[See Explanatory Note (ii)]

(Resolution 7)

By Order of the Board

Ting Siew Yong
Lai Foon Kuen

Company Secretaries
Singapore, 9 July 2024

Explanatory Notes on Resolutions to be passed:

- (i) Ordinary Resolution 6, if passed, will empower the Directors of the Company, effective until the conclusion of the next Annual General Meeting of the Company, or the date by which the next Annual General Meeting of the Company is required by law to be held or such authority is varied or revoked by the Company in a general meeting, whichever is the earlier, to issue Shares, make or grant Instruments convertible into Shares and to issue Shares pursuant to such Instruments, up to a number not exceeding, in total, 50% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company, of which up to 20% may be issued other than on a pro rata basis to shareholders.

For determining the aggregate number of Shares that may be issued, the total number of issued Shares (excluding treasury shares and subsidiary holdings) will be calculated based on the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company at the time this Ordinary Resolution is passed, after adjusting for new Shares arising from the conversion or exercise of any convertible securities or share options or vesting of share awards which are outstanding or subsisting at the time when this Ordinary Resolution is passed, and any subsequent bonus issue, consolidation or subdivision of Shares.

- (ii) Ordinary Resolution 7, if passed, will empower the Directors, from the date of this Meeting until the next Annual General Meeting is held or is required by law to be held, or until it is varied or revoked by the Company in general meeting, whichever is earlier, to purchase or otherwise acquire issued ordinary Shares of the Company by way of On-Market Share Buy-Back or Off-Market Share Buy-Back of up to the Maximum Limit at the Maximum Price in accordance with the terms and conditions set out in the Appendix A to this Notice of Annual General Meeting, the Act and the SGX-ST Listing Manual. Please refer to the Appendix A to this Notice of Annual General Meeting for more details.

Notes:

1. The Meeting will be held in a wholly physical format. **There will be no option for shareholders to participate virtually.**

Printed copies of this Notice and Proxy Form will be sent to members and the Notice and Proxy Form are also available to members on the SGX website at <https://www.sgx.com/securities/company-announcements> and the Company's corporate website at www.amcorpglobal.com.

Shareholders who wish to receive a printed copy of the Annual Report 2024 and/or Appendix A – Proposed Renewal of the Share Buy-Back Mandate may do so by completing the Request Form and send to the Company no later than 16 July 2024.

Register in person to attend the Meeting

2. Pre-registration is not required. Shareholders, please bring along your NRIC/passport to enable the Company to verify your identity. Live voting by poll will be conducted during the Meeting for shareholders and proxy(ies) attending the Meeting.

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Submission of questions

- Shareholders may also submit questions related to the resolutions to be tabled for approval at the Meeting.

All questions together with shareholders' full names, identification numbers, contact numbers and email addresses and manner in which they hold shares in the Company, must be submitted no later than 3.00 p.m. on 16 July 2024 via email: ir.amcorpglobal@amcorpgroup.co.

The Company will endeavour to address all substantial and relevant questions relating to the resolutions to be tabled at the Meeting, by publishing the Company's responses to such questions on SGX website and on the Company's corporate website by 19 July 2024. Any subsequent clarifications sought, or follow-up questions, or substantial and relevant questions received after the cut-off date will be consolidated and addressed at the Meeting.

Voting by Proxy

- A member of the Company entitled to attend and vote at a meeting of the Company is entitled to appoint not more than two proxies to attend and vote in his/her stead. A proxy need not be a member of the Company.
- Where a member appoints two proxies, the member shall specify the proportion of his/her Shares to be represented by each proxy. Completion and return of this instrument appointing a proxy shall not preclude a member from attending and voting at the Meeting. Any appointment of a proxy or proxies shall be deemed to be revoked if a member attends the Meeting in person, and in such event, the Company reserves the right to refuse to admit any person or persons appointed under the instrument of proxy to the Meeting.
- Investors whose Shares are held with relevant intermediaries under Section 181(1C) of the Companies Act 1967, such as CPF and SRS investors, who wish to appoint the Chairman of the Meeting as proxy, should approach their respective intermediaries such as CPF Agent Banks or SRS Operators to submit their votes at least seven (7) working days prior to the date of the Meeting.
- A member can appoint the Chairman of the Meeting as his/her/its proxy but this is not mandatory. If a member wishes to appoint the Chairman of the Meeting as proxy, such member (whether individual or corporate) must give specific instructions as to voting for, voting against, or abstentions from voting on, each resolution in the instrument appointing the Chairman of the Meeting as proxy. If no specific direction as to voting is given or in the event of any other matter arising at the Meeting and at any adjournment thereof, the Chairman of the Meeting will vote or abstain from voting at his discretion.
- The Proxy Form must be deposited through any one of the following means: (a) by depositing a physical copy at the registered office of the Company at 11 Sam Leong Road, #03-06, TRIO, Singapore 207903; or (b) by sending a scanned PDF copy by email to main@zicoholdings.com, in either case, not less than 72 hours before the time appointed for holding the Meeting, i.e. by 3.00 p.m. on 21 July 2024, and failing which, the Proxy Form will not be treated as valid.
- If the member is a corporation, the instrument appointing the proxy must be under seal or the hand of an officer or attorney duly authorised.

Personal data privacy:

By submitting an instrument appointing a proxy/proxies and/or representative(s) to attend, speak and vote at the Meeting and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents or its service providers) for the purpose of the processing, administration and analysis by the Company (or its agents or its service providers) of proxies and representatives appointed for the Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Meeting (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines, and (ii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.

Photographic, sound and/or video recordings of the Meeting may be made by the Company for record keeping and to ensure the accuracy of the minutes prepared of the Meeting. Accordingly, the personal data of a member of the Company (such as his name) may be recorded by the Company for such purpose.