



VERSALINK HOLDINGS LIMITED

(Incorporated in the Republic of Singapore on 21 April 2014)
(Company Registration No.: 201411394N)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting (the “**EGM**”) of Versalink Holdings Limited (the “**Company**”) will be convened and held on Tuesday, 24 September 2024, at 2.00 p.m. at the Theatre, Level 2, Raffles Marina, 10 Tuas West Drive, Singapore 638404 for the purpose of considering and, if thought fit, passing with or without any modifications, the Ordinary Resolution as set out below.

All capitalised terms used in this notice of EGM which are not defined herein shall have the meaning ascribed to them in the circular to shareholders of the Company dated 9 September 2024 (the “**Circular**”).

ORDINARY RESOLUTION

PROPOSED APPOINTMENT OF FOO KON TAN LLP AS AUDITORS OF THE COMPANY

THAT:

- (a) Foo Kon Tan LLP be hereby appointed as auditors of the Company and its Singapore-incorporated subsidiaries with effect from the date of the Shareholders’ approval of this Ordinary Resolution, and to hold office until the conclusion of the next annual general meeting of the Company, at such remuneration and on such terms to be agreed between the Directors and Foo Kon Tan LLP be and is hereby approved; and
- (b) the Directors and/or any of them be and are hereby authorised to complete and do all such acts and things (including without limitation executing all such documents as may be required) as they or he may consider expedient, desirable or necessary or in the interests of the Company to give effect to this Ordinary Resolution.

[see Explanatory Note]

BY ORDER OF THE BOARD

GE SHUMING

Executive Director and Chairman
9 September 2024

EXPLANATORY NOTE

Upon approval by members of the Company (“**Members**”) of the Ordinary Resolution as set out in the Notice of EGM above, Foo Kon Tan LLP will be formally appointed as the statutory auditors of the Company and its Singapore-incorporated subsidiaries.

1. IMPORTANT NOTES ON THE EGM

- 1.1. A Member entitled to attend, speak and vote at the EGM is entitled to appoint a proxy to attend, speak and vote on his / her behalf.
- 1.2. A Member who is not a relevant intermediary is entitled to appoint not more than two (2) proxies to attend, speak and vote at the EGM. Where such Member appoints two (2) proxies, the proportion of his / her shareholding to be represented by each proxy shall be specified in the Proxy Form. If the proportion of his / her shareholding is not specified, the first named proxy shall be deemed to represent 100% of his / her shareholding and the second named proxy shall be deemed to be an alternate to the first named.
- A Member who is a relevant intermediary is entitled to appoint more than two (2) proxies to attend, speak and vote at the EGM, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such Member. Where such Member appoints more than one (1) proxy, the number of Shares in relation to which each proxy has been appointed shall be specified in the Proxy Form.
- “relevant intermediary” has the meaning ascribed to it in Section 181 of the Companies Act 1967 of Singapore (the “**Act**”).
- 1.3. A proxy need not be a Member.
- 1.4. The Proxy Form, duly executed together with the power of attorney or other authority, if any, under which the Proxy Form is signed or a notarially certified copy of that power of attorney or other authority (failing previous registration with the Company), must be submitted:
- (a) if sent personally or by post, to the office of the Company’s Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd. at 1 Harbourfront Avenue, #14-07, Keppel Bay Tower, Singapore 098632 (Opening Hours are 9.00 a.m. to 5.30 p.m., Mondays to Fridays (excluding Public Holidays)); or
- (b) if sent by email, to the Company’s Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at srs.proxy@boardroomlimited.com,
- in each case, not less than forty-eight (48) hours before the time appointed for holding the EGM, i.e. by 2.00 p.m. on 22 September 2024.
- 1.5. The Proxy Form must be signed by the appointor or his attorney duly authorised in writing or, if the appointor is a corporation, it must be executed either under its common seal or signed by its attorney or officer duly authorised.
- 1.6. A corporation which is a Member may authorise by resolution of its directors or other governing body such person as it thinks fit to act as its representative at the meeting, in accordance with Section 179 of the Act. The person so authorised shall, upon production of a copy of such resolution certified by a director of the corporation to be a true copy, be entitled to exercise the powers on behalf of the corporation so represented as the corporation could exercise in person if it were an individual.
- 1.7. Where an instrument appointing a proxy or proxies is signed on behalf of the appointed by an attorney, the letter or power of attorney or a duly certified copy thereof must (failing previous registration with the Company), if the instrument is submitted personally or by post, be lodged with the instrument or, if the instrument is submitted electronically via email, be emailed with the instrument, failing which the instrument may be treated as invalid.
- 1.8. Completion and submission of the instrument appointing a proxy or proxies by a Member will not prevent him / her from attending, speaking and voting at the EGM if he / she so wishes. The appointment of a proxy or proxies for the EGM shall be deemed to be revoked if the Member attends the EGM in person, and in such event, the Company reserves the right to refuse to admit any person(s) appointed under the relevant instrument appointing the proxy or proxies to the EGM.
- 1.9. The Company shall be entitled to reject the instrument appointing a proxy or proxies if it is incomplete, improperly completed, illegible, or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the instrument appointing a proxy or proxies.
- 1.10. Persons who hold Shares through relevant intermediaries (including SRS investors) and wish to exercise their votes by appointing the Chairman of the EGM as proxy should approach their respective relevant intermediaries (which would include SRS operators) through which they hold such Shares at least seven (7) working days before the EGM to submit their voting instructions in order to allow sufficient time for their respective relevant intermediaries to in turn submit a Proxy Form to appoint the Chairman of the EGM to vote on their behalf by 2.00 p.m. on 22 September 2024.
- 1.11. A Member’s name must appear on the Depository Register maintained by The Central Depository (Pte) Limited as at seventy-two (72) hours before the time appointed for holding the EGM in order for the Depositor to be entitled to attend, speak and vote at the EGM.

2. ACCESS TO DOCUMENTS OR INFORMATION RELATING TO THE EGM

Printed copies of the Notice of EGM, the accompanying Proxy Form and the request form for a printed copy of the Circular (the “Request Form”) will be despatched to Members. A printed copy of the Circular will only be despatched to the Members upon submission of the Request Form by the Members. The Circular (together with the Notice of EGM, the accompanying Proxy Form and the Request Form) have also been made available on the Company’s corporate website at <https://versalink.com/investors/> and SGXNet at <https://www.sgx.com/securities/company-announcements>.

3. SUBMISSION OF QUESTIONS

3.1. Members may raise questions at the EGM or submit questions relating to the agenda of the Notice of EGM, in advance of the EGM.

3.2. Members who would like to submit questions relating to the agenda of the Notice of EGM in advance may do so in the following manner:

- (a) by post or sent personally to the office of the Company’s Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd. at 1 Harbourfront Avenue, #14-07, Keppel Bay Tower, Singapore 098632 (Opening Hours are 9.00 a.m. to 5.30 p.m., Mondays to Fridays (excluding Public Holidays)); or
- (b) by electronic mail to the Company’s Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at srs.teamd@boardroomlimited.com.

All questions must be submitted by 10.00 a.m. on 17 September 2024.

3.3. Members, including SRS investors, who wish to submit their questions by post or by email are required to indicate their full names (for individuals) / company names (for corporates), NRIC / passport / company registration numbers, contact numbers, shareholding types and number of Shares held together with their submission of questions, to the office address or email address provided. Investors who hold Shares through relevant intermediaries (as defined in Section 181 of the Act), excluding SRS investors, should contact their respective relevant intermediaries to submit their questions based on the abovementioned instructions.

3.4. The Company will endeavour to address the substantial and relevant questions relating to the agenda of the Notice of EGM from Members soonest possible and in any case, not later than forty-eight (48) hours before the closing date and time for the lodgement of Proxy Forms (i.e. by 2.00 p.m. on 20 September 2024 (the “Cut-Off Time”). The responses to substantial and relevant questions from Members by the Cut-Off Time will be posted on the SGXNet and the Company’s corporate website. Any subsequent clarifications sought by Members after the Cut-Off Time, or during the EGM, will be addressed at the EGM. The minutes of the EGM will be published on the SGXNet and the Company’s corporate website within one (1) month after the date of the EGM.

4. DISCLOSURE PURSUANT TO RULE 712(3) OF THE CATALIST RULES

Members should note that in accordance with the requirements of Rule 712(3) of the Listing Manual Section B: Rules of Catalist of the Singapore Exchange Securities Trading Limited (the “Catalist Rules”):

- (a) the outgoing auditor, RSM SG Assurance LLP (previously known as RSM Chio Lim LLP) (“RSM”), has confirmed that they are not aware of any professional reasons why Foo Kon Tan LLP should not accept appointment as auditors of the Company;
- (b) the Company confirms that there were no disagreements with RSM on accounting treatments within the last twelve (12) months;
- (c) aside from the circumstances disclosed in the Circular, the Company confirms that it is not aware of any circumstances connected with RSM not seeking re-appointment as the auditors of the Company at the annual general meeting of the Company held on 27 June 2024, and the proposed appointment of Foo Kon Tan LLP as auditors of the Company, that should be brought to the attention of the Members;
- (d) the Company confirms that the specific reasons for RSM not seeking re-appointment as the auditors of the Company at the annual general meeting of the Company held on 27 June 2024, and the proposed appointment of Foo Kon Tan LLP as auditors of the Company, are disclosed in paragraph 2.1 of the Circular; and
- (e) the Company confirms that it complies with Rules 712 and 715 of the Catalist Rules in relation to the proposed appointment of Foo Kon Tan LLP as auditors of the Company.

5. PERSONAL DATA PRIVACY

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the EGM of the Company and/or any adjournment thereof, the Members (i) consent to the collection, use and disclosure of the Member's and its proxy(ies)'s or representative(s)'s personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the EGM of the Company (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM of the Company (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 (collectively, the "**Purposes**"); and (ii) warrant that where the Member discloses the personal data of the Member's proxy(ies) and/or representative(s) to the Company (or its agents), the Member has obtained the prior express consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes.

*This notice has been prepared by the Company and its contents have been reviewed by the Company's sponsor, ZICO Capital Pte. Ltd. (the "**Sponsor**"), in accordance with Rule 226(2)(b) of the Singapore Exchange Securities Trading Limited ("**SGX-ST**") Listing Manual Section B: Rules of Catalist.*

This notice has not been examined or approved by the SGX-ST and the SGX-ST assumes no responsibility for the contents of this notice, including the correctness of any of the statements or opinions made or reports contained in this notice.

The contact person for the Sponsor is Ms Goh Mei Xian, Director, ZICO Capital Pte. Ltd. at 77 Robinson Road, #06-03 Robinson 77, Singapore 068896, telephone (65) 6636 4201.