
NOTICE OF EXTRAORDINARY GENERAL MEETING

NGSC LIMITED

(Company Registration No. 196400100R)
(Incorporated in the Republic of Singapore)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of **NGSC LIMITED** (the “**Company**”) will be convened and held by way of electronic means on **25 November 2021** at **10.00 a.m.** for the purpose of considering and, if thought fit, passing with or without amendment, the following resolutions:

Unless otherwise defined, all capitalised terms used herein shall bear the same meaning ascribed thereto in the Company’s Circular to Shareholders dated 3 November 2021 in respect of the resolutions herein.

Special Resolution

RESOLVED THAT:

- (i) pursuant to Regulation 10 of the constitution of the Company, and subject to the confirmation of the High Court of the Republic of Singapore, the issued share capital of the Company be reduced by S\$7,360,390.18, and that such reduction be effected by:
 - (a) cancelling the amount of S\$7,360,390.18 constituting part of the total paid-up share capital of the Company held by all the shareholders of the Company (except those held by Telemedia Pacific Group Limited and Mr. Hady Hartanto) (the “**Participating Shareholders**”), such Participating Shareholders holding in aggregate 4,748,638,828 ordinary shares in the capital of the Company (“**Shares**”); and
 - (b) cancelling 4,748,638,828 Shares held by the Participating Shareholders,and (x) the aggregate sum of S\$7,360,390.18 arising from such reduction of the Company’s share capital to be returned to the Participating Shareholders in cash, on the basis of S\$0.00155 for each Share held by each Participating Shareholder so cancelled; and (y) in view of the Company’s contractual entitlement to the economic and monetary rights and benefits of, and voting rights to, the Settlement Shares, the aggregate sum of S\$596,440.34 be retained for the benefit of the Company to defray and pay for its ongoing expenses; and
- (ii) the directors of the Company and each of them be and are hereby authorised to do all such acts and things and to execute all such documents as they or he may consider necessary, expedient or desirable to give effect to the proposed selective capital reduction as set out in the preceding paragraph (i) and this resolution.

Ordinary Resolution

RESOLVED THAT:

- (i) the Company be and is hereby authorised to pay the FY2016 Directors’ Fees to the relevant persons in cash; and
- (ii) the directors of the Company and each of them be and are hereby authorised to do all such acts and things and to execute all such documents as they or he may consider necessary, expedient or desirable to give effect to the payment of the FY2016 Directors’ Fees in cash and this resolution.

BY ORDER OF THE BOARD

Michael Kuan-Chi Sun
Executive Director
Date: 3 November 2021

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Notes:

1. This forthcoming EGM is being convened, and is to be held by electronic means pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020. This Notice is also published on the SGX website (<https://www.sgx.com/securities/meeting-schedules>).
2. In view of the COVID-19 restrictions imposed by the Government of Singapore, **members will not be able to attend the forthcoming EGM in person**. A member (whether individual or corporate) who wishes to exercise his/her/its voting rights at the forthcoming EGM must appoint the Chairman of the EGM as his/her/its proxy to vote on his/her/its behalf at the EGM. A member should specifically indicate how the member wishes to vote for or vote against (or abstain from voting on) the resolutions.
3. A member who wishes to watch and observe the proceedings of the EGM through a live webcast (comprising both video (audio-visual) and audio-only feeds) via their mobile phones, tablets or computers are to submit their request by email, with their full name (as per CDP/CPF/SRS/Scrip-based records), identification number (e.g. NRIC/Passport Number/FIN), shareholding type(s) (e.g. CDP/CPF/SRS/Scrip-based), email address and contact number (to enable the Company and/or its agents and service providers to authenticate their status as member) to the Company by 10.00 a.m. on 22 November, 2021 (i.e. not less than 72 hours before the time appointed for holding the above EGM), to jamie.koit@ngscinvestment.com. Upon successful authentication, each such member will receive an email reply by jamie.koit@ngscinvestment.com on 24 November 2021. The email reply will contain instructions to access the live webcast of the EGM proceedings. Only authenticated members are permitted to access and attend the EGM proceedings. Members who have pre-registered by the deadline of 10.00 a.m. on 22 November 2021 but have not received an email reply by 10.00 a.m. on 24 November 2021 are to contact the Company for assistance by phone (at (65) 6479 3866) or by email (at jamie.koit@ngscinvestment.com) as soon as practicable.
On the day of the EGM, before an authenticated and pre-registered member may access the live webcast and attend the EGM (by electronic means), the member's identity is required to be verified by the Company's Share Registrar. Members are encouraged to log on (to access to the live webcast of the EGM proceedings) early to avoid possible bottlenecks and potential delays. We seek your kind understanding and cooperation. Members may log on from 10.00 a.m. on 25 November 2021.
4. Members will not be allowed to ask questions during the live webcast of the EGM. Members who may have questions relating to each resolution to be tabled for approval at the EGM are to submit their questions by email, together with their full name (as per CDP/CPF/SRS/Scrip-based records), identification number (e.g. NRIC/Passport Number/FIN), shareholding type(s) (e.g. CDP/CPF/SRS/Scrip-based), email address, and contact number (to enable the Company and/or its agents and service providers to authenticate their status as members) to the Company by 10.00 a.m. on 22 November 2021 (that is not less than 72 hours before the time fixed for holding the forthcoming EGM) to jamie.koit@ngscinvestment.com. The Company will endeavour to address all relevant and substantial questions (as may be determined by the Company in its sole discretion) received.
5. CPF and SRS investors including persons who hold shares through relevant intermediaries (as defined in section 181 of the Companies Act, Cap. 50) who wish to appoint the Chairman of the EGM as proxy should approach their respective CPF Agent Banks, SRS Operators or relevant intermediaries to submit their votes and/or questions relating to each resolution to be tabled for approval at the EGM, by 10.00 a.m. on 16 November 2021 (i.e. at least seven (7) working days before the EGM). As a recap, only the chairman of the forthcoming EGM may be appointed as proxy.
6. 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.
7. The instrument appointing a proxy must either be deposited at the office of the Company's Share Registrar, B.A.C.S. Private Limited, at 8 Robinson Road, #03-00 ASO Building, Singapore 048544, or submitted to the Company by email to the Company's Share Registrar at main@zicoholdings.com, by 10.00 a.m. on 23 November 2021 (that is, not less than 48 hours before the time appointed for holding the above EGM). Members are strongly encouraged to submit the completed and signed PDF copies of their proxy forms to the Company via email.
8. A Depositor's name must appear on the Depository Register maintained by The Central Depository (Pte) Limited as at 72 hours before the time fixed for holding the forthcoming EGM in order for the Depositor to be entitled to access the live webcast and attend and vote via proxy at the forthcoming EGM.
9. The Company will publish the minutes of the EGM via the SGXNet platform and the Company's website within one month after the date of EGM.
10. As the COVID-19 situation continues to evolve, members are advised to read the Government of Singapore's "COVID-19: Advisories for Various Sectors" (<https://www.gov.sg/article/covid-19-sector-specific-advisories>) including the health advisories issued by the Ministry of Health. The Company will monitor the situation and reserves the right to take further measures as appropriate in order to comply with the various government and regulatory advisories. Any changes to the manner of conduct of the forthcoming EGM will be announced by the Company on the SGXNet platform.

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Summary of key dates and times (Deadlines/ Opening Time)	Actions
By 10.00 a.m on 16 November 2021	For CPF and SRS investors including persons who hold shares through relevant intermediaries (as defined in section 181 of the Companies Act, Cap. 50) who wish to appoint the Chairman of the EGM as proxy to approach their respective CPF Agent Bank, SRS Operators or relevant intermediaries to submit their votes and/or questions relating to each resolution to be tabled for approval at the EGM.
By 10.00 a.m on 22 November 2021	For Members: (a) who have questions relating to the business of the EGM to email their questions to jamie.koit@ngscinvestment.com . (b) submit the necessary information required for authentication by email to jamie.koit@ngscinvestment.com should they wish to access the live webcast and attend the EGM.
By 10.00 a.m on 23 November 2021	For Members to deposit/email the completed and signed proxy forms, if submitted by post to the Company's Share Registrar at 8 Robinson Road, #03-00 ASO Building, Singapore 048544, or if submitted electronically, by email to the Company's Share Registrar at main@zicoholdings.com . In view of the COVID-19 situation, members are strongly encouraged to submit their completed and signed PDF copies of their proxy forms electronically via email to the Company's Share Registrar at main@zicoholdings.com .
By 10.00 a.m on 24 November 2021	For members who have been successfully authenticated to receive an email reply with instructions to access the live webcast of the EGM (" Confirmation Email "); and for members who have pre-registered but have not received any Confirmation Email by this time to contact the Company for assistance by phone (at (65) 6479 3866) or by email (at jamie.koit@ngscinvestment.com) as soon as practicable.
By 9.30 a.m on 25 November 2021	When pre-registered members may log on for the Share Registrar to verify their identity and access to the live webcast to the EGM (that is scheduled to commence at 10.00 a.m on 25 November 2021), using the instructions received in the Confirmation Email.

Personal data privacy:

By attending, speaking, proposing, seconding and/or voting at the EGM and/or by a member of the Company submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and/or vote at the EGM and/or any adjournment thereof, the person/member (i) understands and accepts that photographs, images, audio and/or video recordings and transcripts of the EGM may be taken and/or made by the Company (and/or its agents and service providers), (ii) consents to the collection, use and disclosure of the person's/member's and its proxy(ies)'s or representative(s)'s personal data by the Company (and/or its agents and service providers) for legal, regulatory, compliance, corporate policies, procedures and administration, corporate actions, corporate communications and investor relations purposes and for the purposes of the processing, administration and record keeping by the Company (and/or its agents and service providers) of proxies and representatives appointed for the EGM (including any adjournment thereof) and the preparation, compilation, recording, keeping of the attendance lists, transcripts, minutes and other documents relating to the EGM (including any adjournment thereof), and in order for the Company (and/or its agents and service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines and for publication and/or use in the Company's Annual Report, corporate brochures, newsletters, publications, materials and/or corporate website by the Company (and/or its agents and service providers) (collectively, the "**Purposes**"), (iii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (and/or its agents and service providers), 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 (and/or its agents and service providers) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iv) 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.