

VERSALINK HOLDINGS LIMITED

(Incorporated in the Republic of Singapore)
(Company Registration No. 201411394N)

NOTICE OF EXTRAORDINARY GENERAL MEETING

Unless otherwise defined, all capitalised terms herein shall bear the same meaning as used in the circular to shareholders dated 3 November 2022 issued by Versalink Holdings Limited (the "Circular").

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting ("EGM") of Versalink Holdings Limited (the "Company") will be held by electronic means on 25 November 2022 at 11.00 a.m., for the purpose of considering and, if thought fit, passing with or without modifications, the resolutions below.

Shareholders should note that the passing of Special Resolution 2 in respect of the Proposed Capital Reduction and Proposed Cash Distribution is conditional upon the passing of Ordinary Resolution 1 in respect of the Proposed Sale. As such, if Ordinary Resolution 1 is not passed, Special Resolution 2 will not be carried.

ORDINARY RESOLUTION 1

THE PROPOSED SALE

That:

- (a) approval be and is hereby given for the sale by Jemaramas Jaya Sdn Bhd, a wholly-owned subsidiary of the Company, of the parcel of land held under HSD 158275, PT No. 76085, Mukim Kapar, Daerah Klang, Negeri Selangor together with the buildings erected thereon bearing the postal address Lot 6119, Jalan Haji Salleh Batu 5 ½ off Jalan Meru 41050 Klang, Selangor at a sale price of RM41,000,000 and on such terms and conditions as set out in the sale and purchase agreement dated 23 September 2002 or as the Directors of the Company or any of them may deem fit; and
- (b) each of the Directors of the Company be and is hereby authorised to enter into all such transactions, arrangements and agreements and approve, execute and deliver all documents and do all deeds and things as may be necessary, expedient, incidental or in the interests of the Company to give effect to the approvals given in this Ordinary Resolution or the transactions contemplated by the Proposed Sale.

SPECIAL RESOLUTION 2

THE PROPOSED CAPITAL REDUCTION AND PROPOSED CASH DISTRIBUTION

That, contingent upon passing Ordinary Resolution 1 and subject to the completion of the Proposed Sale, pursuant to Section 78A read with Section 78C of the Companies Act and Article 71 of the Constitution of the Company:

- (a) the issued and paid-up share capital of the Company be reduced by the sum of S\$8,100,000 and such reduction be effected by returning the sum of S\$8,100,000 from the issued and paid-up share capital of the Company to the Entitled Shareholders on the basis of S\$0.06 for each Share held by an Entitled Shareholder or on his behalf as at the Record Date to be determined by the Directors of the Company; and
- (b) each of the Directors of the Company be and is hereby authorised to do all such acts and things (including, without limitation, entering into all such transactions, arrangements and agreements and executing all such documents) as they may consider necessary or expedient for the purposes of giving effect to this Special Resolution.

By Order of the Board

Seah Kim Swee
Company Secretary
Singapore, 3 November 2022

Notes:

General

1. The EGM is being convened, and will 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. Printed copies of the Circular, together with the notice of EGM and accompanying proxy form, will not be sent to members. Instead, the Circular, together with the notice of EGM and accompanying proxy form, will be sent to members by electronic means via publication on SGXNet at <https://www.sgx.com/securities/company-announcements> and on the Company's corporate website at <https://versalink.com/ir-page/>.
2. Alternative arrangements relating to participation in the EGM proceedings via electronic means, submission of questions in advance of the EGM or during the EGM, and voting during the EGM or by appointing a proxy or proxies (including the Chairman of the Meeting as proxy) at the EGM, are set out below.

Participation in the EGM proceedings

3. Members will not be able to attend the EGM in person. Members who wish to attend the EGM via electronic means must pre-register themselves or their appointed proxies at <https://conveneagm.com/sg/VersalinkEGM2022> by **11.00 a.m. on 23 November 2022** to enable the Company to verify their status. Pre-registrations received after the deadline will not be processed.
4. Following the verification, authenticated members and proxies will receive an email by **11.00 a.m. on 24 November 2022**. The email will contain instructions on how to access the live audio-visual webcast and the live audio-only stream of the EGM proceedings. Members and proxies who have registered by the deadline of 11.00 a.m. on 23 November 2022, but do not receive an email by **11.00 a.m. on 24 November 2022**, should contact the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd. via email at srs.teamd@boardroomlimited.com and provide their full name and identification/registration number.
5. Investors who hold shares through relevant intermediaries (as defined in Section 181 of the Companies Act 1967 of Singapore) (including those who hold shares under the Supplementary Retirement Scheme) and who wish to participate in the EGM proceedings via electronic means or submit questions in advance of the EGM, should contact their respective relevant intermediaries (including SRS Operators) as soon as possible in order to make the necessary arrangements for them to do so.
6. A Depositor shall not be regarded as a member of the Company entitled to participate in the EGM proceedings and to exercise his voting rights thereat unless his name appears on the Depository Register as at 72 hours before the EGM.

Submission of questions

7. Members and proxies who have registered and been authenticated will be able to ask questions relating to the resolutions to be tabled for approval at the EGM during the EGM by submitting text-based questions through the live chat function on the webcast platform. The Company will endeavour to address such questions, which are substantial and relevant, during the EGM.
8. Members can also submit questions relating to the resolutions to be tabled for approval at the EGM in advance of the EGM in the following manner:
 - (a) via the pre-registration website at <https://conveneagm.com/sg/VersalinkEGM2022>;
 - (b) 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
 - (c) by electronic mail to the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at srs.teamd@boardroomlimited.com,

in each case, to be received no later than **5.00 p.m. on 14 November 2022**.

If the questions are submitted by post or electronic mail, the member's full name and identification/registration number must be included for verification purposes, failing which the submission will be treated as invalid.

9. The Company will address substantial and relevant questions which are submitted by members in advance of the EGM by the stipulated deadline by publishing the responses to the questions on SGXNet at <https://www.sgx.com/securities/company-announcements> and the Company's corporate website at <https://versalink.com/ir-page/> at least 72 hours before the closing date and time for the lodgement of the proxy forms for the EGM (i.e. by 11.00 a.m. on 20 November 2022). The Company will also address any subsequent clarifications sought, or follow-up questions in respect of such substantial and relevant questions during the EGM. Where substantially similar questions are received, the Company will consolidate such questions and consequently not all questions may be individually addressed.

Voting

10. Members (whether individual or corporate) who wish to exercise their voting rights at the EGM may cast their votes remotely in real-time during the EGM or appoint proxies to vote on their behalf remotely in real-time during the EGM. Members may also appoint the Chairman of the Meeting as their proxy to vote on their behalf at the EGM. The proxy form for the EGM is available on SGXNet at <https://www.sgx.com/securities/company-announcements> and on the Company's corporate website at <https://versalink.com/ir-page/>.
11. Unless otherwise permitted under the Companies Act 1967 of Singapore, a member of the Company entitled to attend, speak and vote at the EGM may appoint not more than two proxies to attend, speak and vote instead of him. A proxy (including the Chairman of the Meeting as proxy) need not be a member of the Company. A member who is a relevant intermediary (as defined in the Companies Act 1967 of Singapore) may appoint more than two proxies, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member.
12. Where a member appoints more than one proxy, he shall specify the proportion of his shareholding to be represented by each proxy in the proxy form. Where a member appoints the Chairman of the Meeting as his proxy, he must give specific instructions as to voting, or abstentions from voting, in respect of each resolution in the proxy form, failing which the appointment of the Chairman of the Meeting as proxy for the resolution will be treated as invalid.
13. Investors who hold shares through relevant intermediaries (as defined in Section 181 of the Companies Act 1967 of Singapore) (including those who hold shares under the Supplementary Retirement Scheme) and who wish to participate in the EGM proceedings via electronic means or to appoint proxies to vote must approach their respective relevant intermediaries (including SRS Operators) to submit their instructions by **15 November 2022**, to enable their respective relevant intermediaries to submit proxy forms so that they are received no later than **11.00 a.m. on 23 November 2022**.
14. A member who wishes to submit a proxy form to appoint a proxy or proxies (including the Chairman of the Meeting as proxy) must first download, complete and sign the proxy form, before submitting it:
- (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,

in either case, to be received not later than **11.00 a.m. on 23 November 2022** (being not less than 48 hours before the time appointed for holding the EGM and at any adjournment thereof), failing which the proxy form will be treated as invalid. Members are strongly encouraged to submit completed proxy forms electronically via email.

Important Notice:

Due to the evolving COVID-19 situation in Singapore, the Company may change the EGM arrangements at short notice. The Company will announce any changes to the holding or conduct of the EGM via the SGX-ST's website. Shareholders are advised to check the SGX-ST's website regularly for updates on the EGM.

Personal data privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the EGM 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) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (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**"), (ii) warrants 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 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, and (iii) 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 EGM may be made by the Company for record keeping and to ensure the accuracy of the minutes prepared of the EGM. Accordingly, the personal data of a member (such as his name, his presence at the EGM and any questions he may raise or motions he propose/second) may be recorded by the Company for such purpose.

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 Catalyst.

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.