

## **THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

If you are in any doubt as to what action you should take, you are recommended to seek your own financial advice from your stockbroker or other independent adviser authorised under the Financial Services and Markets Act 2000 if you are in the United Kingdom or, if not, from another appropriately authorised independent financial adviser who specialises in advising on the acquisition of shares and other securities.

If you have recently sold or transferred all of your shares in Early Equity Plc, please forward this document, together with the accompanying documents, as soon as possible either to the purchaser or transferee or to the person who arranged the sale or transfer so they can pass these documents to the person who now holds the shares.

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### **EARLY EQUITY PLC**

*(Incorporated in England and Wales under the Companies Act 2006 with registered number 05531552)*

### **NOTICE OF ANNUAL GENERAL MEETING**

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Notice of the Annual General Meeting of Early Equity Plc (**Company**) to be held at Bishop & Sewell LLP, 59-60 Russell Square, London, WC1B 4HP on Thursday 20 May 2021 at 16:00 p.m. is set out on pages 7 to 8 of this document (**Annual General Meeting**). In addition, the Board is also enabling shareholders to attend the meeting electronically, as due to Covid-19, and the need to ensure the safety of all shareholders, shareholders, other than for the purpose of meeting quorum, will not be permitted to attend the Annual General Meeting in person.

**As a consequence of the COVID-19 pandemic and the resulting social distancing guidelines, the Board has taken the decision to implement the following measures in respect of the Annual General Meeting:**

- **The Board is closely monitoring developments in relation to the Covid-19 outbreak. As of the date of this document shareholders will not be permitted to attend the Annual General Meeting in person, and if they attempt to do so, will be refused entry to the meeting.**
- **Those shareholders that wish to attend are encouraged to attend electronically, via Zoom. Further information on how to join the meeting via Zoom can be found on page 9.**
- **Shareholders can submit questions to the Board in advance of the Annual General Meeting by emailing [greg.collier@earlyequity.co.uk](mailto:greg.collier@earlyequity.co.uk) by no later than 16:00 p.m. on 18 May 2021. Please include your full name (as it appears on the share register) when submitting any questions. Questions received will be considered and answered either ahead of, or at the Annual General Meeting, as appropriate. No questions will be answered by the Company where: (a) to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information; (b) the answer has already been given on a website in the form of an answer to a question; or (c) it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.**
- **Voting at the Annual General Meeting will be carried out by way of poll.**
- **As usual, the results of the Annual General Meeting will be announced as soon as practicable after it has taken place.**

**The action to be taken by shareholders in respect of the Annual General Meeting, including how shareholders may raise questions in relation to business to be considered at the Annual General Meeting, is set out on pages 9 to 12 of this document.**

A form of proxy for use at the Annual General Meeting is enclosed and, to be valid, should be completed and returned in accordance with the instructions printed on the form so as to be received by the Company's Registrar, Share Registrars Ltd, The Courtyard, 17 West Street, Farnham, Surrey, United Kingdom, GU9 7DR by no later than 16:00 p.m. on 18 May 2021 or 48 hours (excluding non-business days) before any adjourned meeting. Copies of this circular are available free of charge from the Company's registered office or to download from the website of the company: <https://earlyequity.co.uk/>.

## EXPECTED TIMETABLE OF PRINCIPAL EVENTS

Publication and posting of this Circular	22 April 2021
Latest time and date for receipt of Forms of Proxy	16:00 p.m. on 18 May 2021
Annual General Meeting	16:00 p.m. on 20 May 2021

## SPECIAL ARRANGEMENTS

### **SHAREHOLDERS CANNOT ATTEND THIS MEETING IN PERSON.**

Your vote matters. Please vote your shares either by attending the Annual General Meeting electronically, or by appointing a proxy who will be in attendance. To ensure that your vote counts, it is recommended that you appoint the Chairman of the Annual General Meeting as your proxy. You can vote by returning the proxy instruction that you received with this document.

### **ONLY THE CHAIRMAN CAN BE APPOINTED AS YOUR PROXY FOR THIS PARTICULAR MEETING.**

A Form of Proxy for use at the Annual General Meeting accompanies this document and, to be valid, must be completed and returned to Share Registrars Ltd as soon as possible, but in any event to be received no later than 16:00 p.m. on 18 May 2021 or 48 hours (excluding non-business days) before any adjourned meeting.

Details as to how to return the Form of Proxy are set out on pages 9 to 12 of this document.

### **Notes:**

- (1) All times shown in this document are London times unless otherwise stated. The dates and times given are indicative only and are based on the Company's current expectations and may be subject to change. If any of the times and/or the date above changes, the revised times and/or dates will be notified to shareholders by announcement through the Regulatory News Service of the London Stock Exchange plc.
- (2) If the Annual General Meeting is adjourned, the latest time and date for receipt of forms of proxy for the adjourned meeting will be notified to shareholders by announcement through the regulatory news service of the London Stock Exchange plc.



Dear Shareholder

## Annual General Meeting

### 1. Introduction

On the 1 April 2021 the Company received a letter from Mohamad Hanafiah Zakaria (“**MHZ**”), legal advisers to Yicom Infinity Sdn Bhd, (“the **Requisitioner**”) a company that holds 14.48% of the Company’s issued share capital as of the date this document (“the **Letter**”).

The Letter was issued pursuant to section 303 of the Companies Act 2006, a request to hold general meeting, and signed by the Requisitioner (“the **Requisition**”).

The Requisition includes resolutions to remove Gregory Collier, Tracy Jane Davy and Jonathan Ian Symonds as directors of the Company, being the entire current Board of directors, and replace them with Mr Sin Hock Min, Mr Muhammad Zariqh Alfian Mohamad Hanafiah and Ms Fauziah Hanim Binti Mohd Aziz (the **Proposed Directors**).

As the Company needs to hold its 2021 Annual General Meeting, the Directors have decided that the meeting that the Company is required to convene pursuant to the Requisition should be amalgamated with the 2021 Annual General Meeting in order to reduce the costs that the Company incurs.

The Requisitioner gave no reasons for wanting to remove the current directors and replace them with the Proposed Directors save for saying in the Letter that “*We believe that the resolutions above, if approved, would benefit the Company.*”

The brief biographies set out below of the Proposed Directors have been extracted from information MHZ have provided to Novum Securities Limited (“**NSL**”), the Company’s ASQE Corporate Adviser. NSL is in the process of undertaking due diligence on the Proposed Directors however at the date of this document this process has not been completed and the information outlined below has not been verified.

*Mr Sin Hock Min has over 45 years’ experience in the trading, manufacturing, property, construction, and entertainment industries. He is the Chairman of Sin Hock Min Development Group Sdn Bhd, a Malaysian property development company, focusing on green initiatives. He is also the Chairman of Sin Hock Min Foundation, a Malaysian non-profit charity helping the impoverished.*

*Mr Muhammad Zariqh Alfian Mohamad Hanafiah has a Bachelor of Law (Hons) from the University of Leeds, UK. He is a legal executive at Messrs. Mohamad Hanafiah Zakaria dealing principally with anti-money laundering, immigration and criminal law. He is also the head of administrative affairs ensuring the firm is compliant with statutory and regulatory requirements.*

*Ms Fauziah Hanim Binti Mohd Aziz has over 35 years’ experience in the banking industry, mainly involved with credit and trade matters. She has previously held the position of Associate Director at CIMB Bank*

*Berhad, overseeing system upgrades for trade finance. She has a Master of Business Administration from Southern Pacific University & Virtual University.*

The Requisitioner has not informed the Company:

- i) what position each of the Proposed Directors will be appointed to;
- ii) whether the Proposed Directors will be executive or non-executive directors; or
- iii) whether the Company will comply with rule 2.7 of the AQSE Growth Market Access Rulebook requiring it have at least one independent non-executive director, should the resolutions be approved.

Furthermore, there has been no indication of the strategy that the Proposed Directors will pursue should they be appointed.

The Board would like to draw shareholders attention to the following. In February 2019 Dieh Siew Huat, who the Directors believe to be the majority shareholder in the Requisitioner, disposed of a 60% stake in MEI Home (M) Sdn. Bhd (“**MEI Home**”) to the Company. MEI Home is a company which operates an e-commerce platform involved in online and offline businesses of all kind of household, health, beauty, food and beverages products. At the time of the transaction, Mr Huat provided a legally binding guarantee to the Company that should MEI Home not generate MYR500,000 per annum net profit before tax over the following two financial years he would be liable for the difference. In the second financial year, MYR500,000 profit was not achieved, and Mr Huat has to date reneged on this agreement which requires him to make a top up payment to cover the shortfall, equating to the full sum of MYR500,000 (approximately £100,000)

In compliance with the Requisition, the Annual General Meeting of the Company will therefore be held at the offices of Bishop & Sewell LLP, 59-60 Russell Square, London, WC1B 4HP on Thursday 20 May 2021 at 16:00 p.m. In addition, the Board is also enabling shareholders to attend the meeting electronically, via Zoom. The formal notice of the Annual General Meeting (**Notice**) and the resolutions to be proposed at the Annual General Meeting are set out on pages 7 to 8 of this document.

To ensure shareholder safety, shareholders will not be permitted to the Annual General Meeting in person.

Company encourages shareholders to consider the resolutions, and the contents of this document, in full and submit any enquiries to the Chairman by e-mail to [greg.collier@earlyequity.co.uk](mailto:greg.collier@earlyequity.co.uk).

## **2. Action to be taken by Shareholders and Special COVID-19 Annual General Meeting Measures**

As shareholders will be aware, the UK government’s announcement on 4 January 2021 of new restrictive measures in connection with COVID-19 and, in particular, the restrictions on non-essential travel and on meeting people in public, it is anticipated that shareholders ability to attend the Annual General Meeting in person will be restricted.

The Board takes the wellbeing of its shareholders, employees and other personnel very seriously. Given the UK Government’s current guidance on social distancing due to COVID-19, the Annual General Meeting will be conducted in a hybrid way, with the meeting being held at the offices of Bishop & Sewell LLP, 59-60 Russell Square, London, WC1B 4HP whilst enabling shareholders to attend electronically, via Zoom.

We regret that due to the ongoing Covid-19 pandemic it will not be possible for shareholders to attend the Annual General Meeting in person. Although a physical meeting cannot be replicated, the Directors believe

that holding the Annual General Meeting in a hybrid way will improve accessibility to the process and will make it inclusive for all of the Company's shareholders.

Shareholders can submit questions to the Board in advance of the Annual General Meeting by emailing [greg.collier@earlyequity.co.uk](mailto:greg.collier@earlyequity.co.uk) by no later than 16:00 p.m. on 18 May 2021. Please include your full name when submitting questions. Questions received will be considered and answered either ahead of, or at the Annual General Meeting, as appropriate. No questions will be answered by the Company where: (a) to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information, (b) the answer has already been given on a website in the form of an answer to a question, or (c) it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.

The Board will keep the situation under review and may need to make further changes to the arrangements relating to the Annual General Meeting, including how it is conducted, and shareholders should therefore continue to monitor the Company's website and announcements for any updates.

Any shareholder unable to attend the Annual General Meeting are advised to submit a Form of Proxy in advance of the Annual General Meeting by returning it to Share Registrars Ltd, The Courtyard, 17 West Street, Farnham, Surrey, United Kingdom, GU9 7DR.

Please note the Form of Proxy appointment must be received by Share Registrars Ltd by 16:00 on Tuesday, 18<sup>th</sup> May 2021.

If you hold your shares in the Company in uncertificated form (that is, in CREST) you may vote using the CREST Proxy Voting service in accordance with the CREST Manual (please also refer to the accompanying notes to the Notice of the Annual General Meeting set out on pages 9 to 12 of this document).

### **3. Explanation of Resolutions Tabled**

An explanation of the business to be considered at the Annual General Meeting appears on pages 13 to 14 of this document.

### **4. Recommendation**

The Directors unanimously believe that Resolutions 1 – 6 are not in the best interests of the Company and its members as a whole are not likely to promote the success of the Company for the benefit of its members as a whole and unanimously recommend that shareholders vote against Resolution 1 – 6.

Yours sincerely

**Gregory Collier**

**Chairman**

22 April 2021

***Early Equity Plc -59-60 Russell Square, London, United Kingdom, WC1B 4HP - Company number 05531552***

## NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting ("**Meeting**") of Early Equity Plc (**Company**) will be held on 20 May 2021 at 16:00 p.m. at the offices of Bishop & Sewell LLP, 59-60 Russell Square, London, WC1B 4HP and electronically in accordance with the information provided on page 9.

You will be asked to consider and vote on the resolutions below. Resolutions 1 to 8 will be proposed as ordinary resolutions. Resolution 9 will be proposed as special resolution.

### RESOLUTIONS

1. **THAT** Mr Sin Hock Min be appointed as a director of the Company with immediate effect.
2. **THAT** Mr Muhammad Zariqh Alfian Mohamad Hanafiah be appointed as a director of the Company with immediate effect.
3. **THAT** Ms Fauziah Hanim Binti Mohd Aziz be appointed as a director of the Company with immediate effect.
4. **THAT**, subject to and contingent upon the passing of ordinary resolutions 1 – 3, Gregory Collier be removed from office as a director of the Company with immediate effect.
5. **THAT**, subject to and contingent upon the passing of ordinary resolutions 1 – 3, Tracy Jane Davy be removed from office as a director of the Company with immediate effect.
6. **THAT**, subject to and contingent upon the passing of ordinary resolutions 1 – 3, Jonathan Ian Symonds be removed from office as a director of the Company with immediate effect.
7. **THAT**, the Company's annual accounts for the financial year ended 31 August 2020 together with the directors' report and auditor's report on those accounts are received.
8. **THAT**, in substitution for all existing authorities for the allotment of shares by the Directors, which are hereby revoked, but without prejudice to any allotment, offer or agreement already made pursuant thereto, the Directors be and they are hereby generally and unconditionally authorised, pursuant to section 551 of the Companies Act 2006 (the "2006 Act") to exercise all the powers of the Company to allot shares in the Company and to grant rights to subscribe for or to convert any security into such shares (all of which transactions are hereafter referred to as an allotment of "relevant securities") up to an aggregate nominal amount of £1,000,000 generally, in each case for a period expiring (unless previously renewed, varied or revoked by the Company in general meeting) 15 months after the date of the passing of this resolution or at the conclusion of the next annual general meeting of the Company following the passing of this resolution, whichever occurs first, provided that the Company may before such expiry, variation or revocation make an offer or agreement which would or might require such relevant securities to be allotted after such expiry, variation or revocation and the Directors may allot relevant securities pursuant to such an offer or agreement as if the authority conferred hereby had not expired or been varied or revoked.

9. **THAT**, subject to the passing of Resolution 8, the Directors be and are hereby empowered pursuant to section 570 of the 2006 Act, to allot equity securities as defined by section 560 of the 2006 Act for cash pursuant to the authority conferred by Resolution 8 above as if section 561 of the 2006 Act did not apply to any such allotments, provided that such allotments are made pursuant to the Debt Settlement or are limited to an aggregate nominal amount of £1,000,000 generally. Such power shall, subject to the continuance of the respective authority conferred by Resolution 8, expire fifteen months after the passing of this resolution or at the conclusion of the next annual general meeting of the Company following the passing of this resolution, whichever occurs first, but may be previously revoked or varied from time to time by Special Resolution but so that the Company may before such expiry, revocation or variation make an offer or agreement which would or might require equity securities to be allotted after such expiry, revocation or variation and the Directors may allot equity securities in pursuance of such offer or agreement as if such power had not expired or been revoked or varied.

By order of the Board

**David Little**

**Company secretary**

Early Equity Plc (Company Number 05531552)

22 April 2021

## NOTES TO THE NOTICE OF ANNUAL GENERAL MEETING

### Entitlement to attend and vote

1. Only those shareholders registered in the Company's register of members at:

- 16:00 p.m. on 18 May 2021; or,
- if this meeting is adjourned, at 16:00 p.m. on the day two business days prior to the adjourned meeting,

shall be able to attend the Annual General Meeting electronically via Zoom or vote in advance by submitting a completed Form of Proxy to the Company. Changes to the register of members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the meeting.

### Website giving information regarding the meeting

2. Information regarding the meeting, including the information required by section 311A of the Companies Act 2006, can be found at: <https://earlyequity.co.uk/>.

### Attending Electronically

3. To facilitate entry to the electronic meeting, shareholders are requested to attend via the Zoom platform by entering the following details on Zoom on their electronic device (whether by smart phone, tablet or PC):

- Meeting ID: 854 2556 4180
- Meeting Passcode: 121561,

Please ensure that you enter your full name as it appears on the share register. Persons who are not shareholders of the Company (or their appointed proxy) will not be able to attend the Annual General Meeting unless prior arrangements have been made with the Company.

### Appointment of proxies

4. If you are a shareholder who is entitled to attend and vote at the meeting, you are entitled to appoint one or more proxies to exercise all or any of your rights to attend, speak and vote at the meeting and you should have received a proxy form with this notice of meeting. To ensure that your vote counts, the Company recommends that you appoint the Chairman of the meeting as your proxy.

You can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form.

5. If you are not a member of the Company but you have been nominated by a member of the Company to enjoy information rights, you do not have a right to appoint any proxies under the procedures set out in this "Appointment of proxies" section. Please read the section "Nominated persons" below.

6. You may appoint more than one proxy provided each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. To appoint more than one proxy, please contact Share Registrars Ltd. You will need to state clearly on each proxy form the number of shares in relation to which the proxy is appointed. Failure to specify the number of shares to which each proxy appointment relates or specifying a number in excess of those held by the shareholder will result in the proxy appointment being invalid. However, to ensure that your vote counts, and as mentioned above, the Company recommends that you appoint the Chairman of the meeting as your proxy.

7. Shareholders can:

- Appoint a proxy or proxies and give proxy instructions by returning the enclosed proxy form by post (see note 9).
- If a CREST member, register their proxy appointment by utilising the CREST electronic proxy appointment service (see note 10).

Note that, due to the Covid-19 outbreak shareholder and/or their proxies will not be able to attend the meeting in person. Accordingly, shareholders will need to either attend electronically via Zoom or appoint a proxy who will be attending the meeting to exercise their voting rights at the meeting. If shareholders appoint the Chairman of the meeting as their proxy, this will ensure that their votes are cast in accordance with their wishes.

8. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If you either select the "Discretionary" option or if no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the meeting.

### **Appointment of proxy by post**

9. The notes to the proxy form explain how to direct your proxy how to vote on each resolution or withhold their vote.

To appoint a proxy using the proxy form, the form must be:

- completed and signed;

delivered to, Share Registrars Ltd, The Courtyard, 17 West Street, Farnham, Surrey, United Kingdom, GU9 7DR; and

- received by Share Registrars Ltd no later than 16:00 p.m. 18 May 2021.

In the case of a shareholder which is a company, the proxy form must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company.

Any power of attorney or any other authority under which the proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.

If you have not received a proxy form and believe that you should have one, or if you require additional proxy forms, please contact Share Registrars Ltd at the above address.

### **Appointment of proxies through CREST**

10. CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for the meeting and any adjournment(s) of it by using the procedures described in the CREST Manual (available via [www.euroclear.com](http://www.euroclear.com)). CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

For a proxy appointment or instructions made using the CREST service to be valid, the appropriate CREST message (a **CREST Proxy Instruction**) must be properly authenticated in accordance with Euroclear UK & Ireland Limited's (**EUI**) specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy, must, in order to be valid, be transmitted so as to be received by Share Registrars Ltd (ID 7RA36) no later than 16:00 p.m. 18 May 2021, or, in the event of an adjournment of the meeting, 48 hours (excluding non-business days) before the adjourned meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After

this time, any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

CREST members and, where applicable, their CREST sponsors or voting service providers should note that EUI does not make available special procedures in CREST for any particular message. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member, or has appointed a voting service provider(s), to procure that his/her CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

### **Appointment of proxy by joint members**

12. In the case of joint holders, where more than one of the joint holders completes a proxy appointment, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).

### **Changing proxy instructions**

13. Shareholders may change proxy instructions by submitting a new proxy appointment using the methods set out above. Note that the cut-off time for receipt of proxy appointments also apply in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded.

Where you have appointed a proxy using the hard-copy proxy form and would like to change the instructions using another hard-copy proxy form, please contact Share Registrars Ltd, The Courtyard, 17 West Street, Farnham, Surrey, United Kingdom, GU9 7DR.

If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.

### **Termination of proxy appointment**

14. A shareholder may change a proxy instruction but to do so you will need to inform the Company in writing by:

- Sending a signed hard-copy notice clearly stating your intention to revoke your proxy appointment to Share Registrars Ltd, The Courtyard, 17 West Street, Farnham, Surrey, United Kingdom, GU9 7DR. In the case of a shareholder which is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice.
- The revocation notice must be received by Share Registrars Ltd, The Courtyard, 17 West Street, Farnham, Surrey, United Kingdom, GU9 7DR no later than 16:00 p.m. 18 May 2021.

If you attempt to revoke your proxy appointment but the revocation is received after the time specified, your original proxy appointment will remain valid unless you attend the meeting and vote in person.

Appointment of a proxy does not preclude you from attending the meeting and voting in person. If you have appointed a proxy and attend the Meeting in person, your proxy appointment will automatically be terminated.

### **Corporate representatives**

15. A corporation which is a shareholder can appoint one or more corporate representatives who may exercise, on its behalf, all its powers as a shareholder provided that no more than one corporate representative exercises powers over the same share.

### **Issued shares and total voting rights**

17. As at 18:00 pm on 21 April 2021 on, which is the latest practicable date before publication of this notice, the Company's issued share capital comprised 1,048,748,684 ordinary shares of 0.001p each. Each ordinary share carries the right to one vote at the Annual General Meeting of the Company and, therefore, the total number of voting rights in the Company as at 18:00 pm on 21 April 2021 is 1,048,748,684.

The Company's website will include information on the number of shares and voting rights.

### **Questions at the meeting**

18. If you would like to ask a question, members are encouraged to submit any questions that they have by e-mail to [greg.collier@earlyequity.co.uk](mailto:greg.collier@earlyequity.co.uk). The Board will endeavour to provide answers to all appropriate questions at the Annual General Meeting and to publish such answers on the Company's website as soon as practicable following the Annual General Meeting. Shareholder engagement is important to the Company even in these exceptional times.

### **Nominated persons**

19. If you are a person who has been nominated under section 146 of the Companies Act 2006 to enjoy information rights (**Nominated Person**):

- You may have a right under an agreement between you and the shareholder of the Company who has nominated you to have information rights (**Relevant Shareholder**) to be appointed or to have someone else appointed as a proxy for the meeting.
- If you either do not have such a right or if you have such a right but do not wish to exercise it, you may have a right under an agreement between you and the Relevant Shareholder to give instructions to the Relevant Shareholder as to the exercise of voting rights.
- Your main point of contact in terms of your investment in the Company remains the Relevant Shareholder (or, perhaps, your custodian or broker) and you should continue to contact them (and not the Company) regarding any changes or queries relating to your personal details and your interest in the Company (including any administrative matters). The only exception to this is where the Company expressly requests a response from you.

The rights relating to proxies set out in note 4 do not apply directly to nominated persons.

### **Voting**

20. Voting on all resolutions will be conducted by way of a poll rather than on a show of hands.

As soon as practicable following the meeting, the results of the voting will be announced via a regulatory information service and also placed on the Company's website.

### **Documents on display**

21. Copy of this document is available for inspection at the Company's registered office during normal business hours and at the Company's website from at least 15 minutes prior to the meeting until the end of the meeting.

## EXPLANATION OF RESOLUTIONS

An explanation of each of the resolutions is set out below. Resolutions 1 to 8 are proposed as ordinary resolutions. This means that for each of those resolutions to be passed, more than half of the votes cast must be in favour of the resolution. Resolution 9 is proposed as special resolution. This means that for Resolution 9 to be passed, 75% or more of the votes cast must be in favour of the resolution.

**Resolution 1: Appointment of Mr Sin Hock Min as a director of the Company with immediate effect.**

Mr Sin Hock Min is one of the three directors being proposed for appointment by Yicom Infinity Sdn Bhd. As the Company's corporate adviser's due diligence is, as of the date of this document, ongoing the Company is unable to comment on the proposed appointments further.

**Resolution 2: Appointment of Mr Muhammad Zariqh Alfian Mohamad Hanafiah as a director of the Company with immediate effect.**

Mr Muhammad Zariqh Alfian Mohamad Hanafiah is one of the three directors being proposed for appointment by Yicom Infinity Sdn Bhd. As the Company's corporate adviser's due diligence is, as of the date of this document, ongoing the Company is unable to comment on the proposed appointments further.

**Resolution 3: Appointment of Ms Fauziah Hanim Binti Mohd Aziz as a director of the Company with immediate effect.**

Ms Fauziah Hanim Binti Mohd Aziz is one of the three directors being proposed for appointment by Yicom Infinity Sdn Bhd. As the Company's corporate adviser's due diligence is, as of the date of this document, ongoing the Company is unable to comment on the proposed appointments further.

**Resolution 4: Removal of Gregory Collier from office as a director of the Company with immediate effect.**

The removal of Gregory Collier from office as a director of the Company has been requisitioned by Yicom Infinity Sdn Bhd pursuant to the Requisition (as defined within the Chairman's Letter).

**Resolution 5: Removal of Tracy Jane Davy from office as a director of the Company with immediate effect.**

The removal of Tracy Jane Davy from office as a director of the Company has been requisitioned by Yicom Infinity Sdn Bhd pursuant to the Requisition (as defined within the Chairman's Letter).

**Resolution 6: Removal of Jonathan Ian Symonds from office as a director of the Company with immediate effect.**

The removal of Jonathan Ian Symonds from office as a director of the Company has been requisitioned by Yicom Infinity Sdn Bhd pursuant to the Requisition (as defined within the Chairman's Letter).

**Resolution 7: Annual Accounts**

The Purpose of Resolution 7 is to receive the financial accounts for the financial year ended 31<sup>st</sup> August 2020.

**Resolution 8: Authority of the Directors to issue and allot new shares**

The purpose of Resolution 8 is to renew the Directors' authority to allot shares. If Resolution 8 is passed, the Directors will have authority to allot shares in the capital of the Company (and other relevant securities) up to an aggregate nominal amount of £1,000,000.

The Directors expect to only exercise this authority after careful consideration of all the options available and if they consider such exercise to be in the best interests of the Company and its shareholders taken as a whole. This authority will, if granted, expire on the earlier of the date falling 15 months from the date of

this annual general meeting or the conclusion of the next annual general meeting, unless such authority is renewed prior to this time.

**Resolution 9: Disapplication of statutory pre-emption rights**

If the Directors wish to exercise the authority under Resolution 8 to offer shares, or grant rights to subscribe for, or convert securities into shares, unless shareholders have given specific authority for the waiver of their statutory pre-emption rights, the new shares must be offered first to existing shareholders in proportion to their existing shareholdings. In certain circumstances, it may be in the best interests of the Company to allot new shares (or to grant rights to subscribe for, or convert securities into, shares) for cash without first offering them to existing shareholders in proportion to their holdings. Resolution 9 asks shareholders to grant this limited waiver.

Resolution 9 would, if passed, authorise the Directors to do this by allowing the Directors to allot ordinary shares for cash pursuant to the powers conferred by Resolution 8.

These authorities, if granted, will each expire on the date that the authority shall expire the earlier of the date falling 15 months after the date of this annual general meeting or at the conclusion of the next annual general meeting of the Company.