

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in any doubt about the course of action to be taken, you should consult your stockbroker, bank manager, solicitor, accountant or other professional advisers immediately.

This Circular has been reviewed by Malacca Securities Sdn. Bhd., as the Principal Adviser to Autocount Dotcom Berhad for the Proposed Amendments (as defined herein).

Bursa Malaysia Securities Berhad ("**Bursa Securities**") has not perused the contents of the Circular prior to its issuance as it is prescribed as an Exempt Circular pursuant to Guidance Note 22 of the ACE Market Listing Requirements of Bursa Securities.

Bursa Securities takes no responsibility for the contents of this Circular, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this Circular.



AUTOCOUNT DOTCOM BERHAD
Registration No. 202201006885 (1452582-U)
(Incorporated in Malaysia)

CIRCULAR TO SHAREHOLDERS IN RELATION TO THE

PROPOSED AMENDMENTS TO THE CONSTITUTION OF AUTOCOUNT DOTCOM BERHAD ("ADB" OR THE "COMPANY") TO FACILITATE THE IMPLEMENTATION OF THE PROPOSED TRANSFER OF THE LISTING AND QUOTATION OF THE ENTIRE ISSUED SHARE CAPITAL OF THE COMPANY FROM THE ACE MARKET TO THE MAIN MARKET OF BURSA SECURITIES ("PROPOSED AMENDMENTS")

AND

NOTICE OF EXTRAORDINARY GENERAL MEETING

Principal Adviser



MALACCA SECURITIES SDN. BHD.

Registration No: 197301002760 (16121-H)

(A Participating Organisation of Bursa Malaysia Securities Berhad)

The Extraordinary General Meeting ("**EGM**") will be held at C-G-06, Ground Floor, Pusat Korporat Oasis, Centum @ Oasis Corporate Park, No 2, Jalan PJU 1A/2, Ara Damansara, 47301 Petaling Jaya, Selangor, Malaysia, on Tuesday, 24 June 2025 at 3:00 p.m., or immediately after the conclusion of the Company's Annual General Meeting ("**AGM**") scheduled to be held at the same venue on the same day at 2:00 p.m., whichever is later, or at any adjournment thereof. The Notice of EGM together with the Form of Proxy are enclosed herewith in this Circular.

A member entitled to attend and vote at the EGM is entitled to appoint a proxy or proxies to attend and vote on his/her behalf. The Form of Proxy must be lodged at the registered office of the Company at Level 5, Tower 8, Avenue 5, Horizon 2, Bangsar South City, 59200 Kuala Lumpur, Wilayah Persekutuan, Malaysia on or before the date and time indicated below in order for it to be valid. The lodging of the Form of Proxy does not preclude a member from attending and voting at the EGM, should the member subsequently wish to do so.

Date and time of the EGM	: Tuesday, 24 June 2025, at 3:00 p.m., or immediately after the conclusion of the Company's AGM scheduled to be held at the same venue on the same day at 2:00 p.m., whichever is later, or at any adjournment thereof.
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Last date and time for lodging the Proxy Form	: Monday, 23 June 2025, at 3:00 p.m.
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This Circular is dated 28 May 2025

DEFINITIONS

For the purpose of this Circular, except where the context otherwise requires, the following definitions shall apply throughout this Circular.

Act	:	Companies Act, 2016 of Malaysia, as amended from time to time including any re-enactment thereof
ADB or the Company	:	Autocount Dotcom Berhad (Registration No.: 202201006885 (1452582-U))
ADB Group or Group	:	Collectively, ADB and its subsidiaries
ADB Share(s) or Share(s)	:	Ordinary shares(s) in ADB
Board	:	Board of Directors of ADB
Bursa Securities	:	Bursa Malaysia Securities Berhad (Registration No.: 200301033577 (635998-W))
Circular	:	This circular dated 28 May 2025 in relation to the Proposed Amendments
Constitution	:	Constitution of ADB
Director(s)	:	A natural person who holds a directorship in a company, whether in an executive or non-executive capacity, and shall have the meaning given in Section 2(1) of the Act and Section 2(1) of the Capital Markets and Services Act, 2007
EGM	:	Extraordinary General Meeting
Listing Requirements	:	Main Market Listing Requirements of Bursa Securities
Malacca Securities or the Principal Adviser	:	Malacca Securities Sdn. Bhd. (Registration No.: 197301002760 (16121-H))
Proposed Amendments	:	Proposed amendments to the Constitution to facilitate the implementation of the Proposed Transfer
Proposed Transfer	:	Proposed transfer of the listing and quotation of the entire issued share capital of the Company from the ACE Market to the Main Market of Bursa Securities
SC	:	Securities Commission Malaysia

DEFINITIONS (CONT'D)

Any reference to “we”, “us”, “our” and “ourselves” are to the Company, and where the context otherwise requires, our subsidiaries. All references to “you” are to the shareholders of the Company.

Words incorporating the singular shall, where applicable, include the plural and vice versa. Words incorporating the masculine gender shall, where applicable, include the feminine and neuter genders and vice versa. Any reference to persons shall include a corporation, unless otherwise specified.

Any reference in this Circular to any statutes, rules, regulations or rules of the stock exchange is a reference to such statutes, rules, regulations or rules of the stock exchange currently in force and as may be amended from time to time and any re-enactment thereof.

Any reference to a time or date in this Circular shall be a reference to Malaysian time, unless otherwise stated.

Any discrepancy in the tables included in this Circular between the amounts listed, actual figures and the totals thereof are due to rounding.

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NOTICE OF EGM	ENCLOSED
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FORM OF PROXY	ENCLOSED
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AUTOCOUNT DOTCOM BERHAD
Registration No. 202201006885 (1452582-U)
(Incorporated in Malaysia)

Registered Office:

Level 5, Tower 8, Avenue 5
Horizon 2, Bangsar South City
59200 Kuala Lumpur
Wilayah Persekutuan
Malaysia

28 May 2025

Board of Directors:

Choo Chin Peng (*Executive Director / Chairman*)
Choo Yan Tiee (*Executive Director / Managing Director*)
Dato' Ng Wan Peng (*Independent Non-Executive Director*)
Dr. Liew Soung Yue (*Independent Non-Executive Director*)
Chin Chee Seng (*Independent Non-Executive Director*)
Ling Su Teing (*Independent Non-Executive Director*)

To: The Shareholders of ADB

Dear Sir/Madam,

PROPOSED AMENDMENTS

1. INTRODUCTION

On 26 May 2025, Malacca Securities had on behalf of the Board, announced that ADB proposes to undertake the Proposed Transfer and Proposed Amendments.

THE PURPOSE OF THIS CIRCULAR IS TO PROVIDE THE SHAREHOLDERS OF THE COMPANY WITH THE DETAILS ON THE PROPOSED AMENDMENTS AND TO SEEK SHAREHOLDERS' APPROVAL FOR THE SPECIAL RESOLUTION PERTAINING TO THE PROPOSED AMENDMENTS TO BE TABLED AT THE COMPANY'S FORTHCOMING EGM. THE NOTICE OF THE EGM TOGETHER WITH THE FORM OF PROXY ARE ENCLOSED IN THIS CIRCULAR.

SHAREHOLDERS ARE ADVISED TO READ AND CAREFULLY CONSIDER THE CONTENTS OF THIS CIRCULAR TOGETHER WITH THE APPENDIX CONTAINED HEREIN BEFORE VOTING ON THE SPECIAL RESOLUTION PERTAINING TO THE PROPOSED AMENDMENTS TO BE TABLED AT THE COMPANY'S FORTHCOMING EGM.

2. DETAILS OF THE PROPOSED AMENDMENTS

To facilitate the Proposed Transfer, the Board proposes to alter and amend the following clause of the Constitution in the following manner:-

Clause No.	Existing Clause	Proposed New Clause
6.1	Definition of “Listing Requirements”: Unless the context otherwise requires, means the Ace Market Listing Requirements of the Exchange including any relevant practice and/or guidance notes, directives, guidelines issued pursuant thereto and any amendment, supplemental, modification to the same that may be made from time to time.	Definition of “Listing Requirements”: Unless the context otherwise requires, means the Main Market Listing Requirements of the Exchange including any relevant practice and/or guidance notes, directives, guidelines issued pursuant thereto and any amendment, supplemental, modification to the same that may be made from time to time.

3. RATIONALE FOR THE PROPOSED AMENDMENTS

The Proposed Amendments is necessary to facilitate the implementation of the Proposed Transfer and to ensure ADB's compliance with the Listing Requirements.

4. EFFECTS OF THE PROPOSED AMENDMENTS

The Proposed Amendments will not have any effect on the issued share capital and substantial shareholders' shareholding of the Company.

In addition, the Proposed Amendments will not have any material effect on the net assets, net assets per share, gearing, earnings and earnings per share of the Group.

5. CORPORATE EXERCISES ANNOUNCED BUT PENDING COMPLETION

As at 21 May 2025, being the latest practicable date prior to this Circular, save for the Proposed Transfer and Proposed Amendments, the Company does not have any outstanding corporate exercises that have been announced but pending completion.

6. APPROVALS REQUIRED AND THE CONDITIONALITY OF THE PROPOSED AMENDMENTS

The Proposed Amendments is subject to the approval of the Company's shareholders at the forthcoming EGM of the Company by way of a special resolution.

The Proposed Amendments and the Proposed Transfer are inter-conditional upon each other. Save for the aforementioned, the Proposed Transfer and the Proposed Amendments are not conditional upon any other corporate exercise/scheme undertaken or to be undertaken by ADB.

7. INTERESTS OF DIRECTORS, MAJOR SHAREHOLDERS AND/OR PERSONS CONNECTED

None of the Directors, major shareholders and/or persons connected with them have any interest, whether direct or indirect, in the Proposed Amendments.

8. DIRECTORS' STATEMENT AND RECOMMENDATION

The Board having considered and deliberated on all aspects of the Proposed Amendments, is of the opinion that the Proposed Amendments is in the best interest of the Company.

Accordingly, the Board recommends that shareholders vote in favour of the special resolution pertaining to the Proposed Amendments to be tabled at the Company's forthcoming EGM.

9. ESTIMATED TIMEFRAME FOR COMPLETION

Barring any unforeseen circumstances and subject to the relevant approvals being obtained from SC and Bursa Securities for the Proposed Transfer, the Proposed Amendments will take effect from the date the Company is transferred from the ACE Market to the Main Market of Bursa Securities.

10. EGM

The EGM, the notice of which is enclosed in this Circular, will be held at C-G-06, Ground Floor, Pusat Korporat Oasis, Centum @ Oasis Corporate Park, No 2, Jalan PJU 1A/2, Ara Damansara, 47301 Petaling Jaya, Selangor, Malaysia, on Tuesday, 24 June 2025 at 3:00 p.m., or immediately after the conclusion of the Company's Annual General Meeting scheduled to be held at the same venue on the same day at 2:00 p.m., whichever is later, or at any adjournment thereof, for the purpose of considering and if thought fit, passing the resolution to give effect to the Proposed Amendments. The resolution pertaining to the Proposed Amendments is set out in the Notice of EGM which is enclosed with this Circular.

If a member is unable to attend and vote in person at the EGM, the member may appoint a proxy to attend and vote on his/her behalf by completing, signing and returning the enclosed Form of Proxy the instructions contained therein, to be deposited at the registered office of the Company at Level 5, Tower 8, Avenue 5, Horizon 2, Bangsar South City, 59200 Kuala Lumpur, Wilayah Persekutuan, Malaysia. The lodging of the Form of Proxy shall not preclude the member from attending, participating and voting in person at the EGM should the member subsequently wish to do so and in such an event, your Form of Proxy shall be revoked accordingly.

11. FURTHER INFORMATION

Shareholders are advised to refer to the attached Appendix I of this Circular for further information.

Yours faithfully,
For and on behalf of the Board of
AUTOCOUNT DOTCOM BERHAD

CHOO YAN TIEE
Executive Director / Managing Director

APPENDIX I – FURTHER INFORMATION

1. DIRECTORS' RESPONSIBILITY STATEMENT

This Circular has been seen and approved by the Board and they collectively and individually accept full responsibility for the accuracy of the information given and confirm that, after making all reasonable enquiries and to the best of their knowledge and belief, there is no false or misleading statement or other facts the omission of which would make any information in this Circular false or misleading.

2. CONSENT AND DECLARATION OF INTEREST

Malacca Securities, being the Principal Adviser for the Proposed Amendments, has given and has not subsequently withdrawn its written consent for the inclusion in this Circular of its name and all references thereto in the form and context in which they appear in this Circular.

Malacca Securities has given its written confirmation that there is no conflict of interest which exists or is likely to exist in its capacity as the Principal Adviser in respect of the Proposed Amendments.

3. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents are available for inspection at the Company's registered office at Level 5, Tower 8, Avenue 5, Horizon 2, Bangsar South City, 59200 Kuala Lumpur, Wilayah Persekutuan, Malaysia during normal office hours from Mondays to Fridays (except on public holidays) from the date of this Circular up to and including the date of the Company's forthcoming EGM:

- (i) Constitution of the Company;
- (ii) Audited consolidated financial statements of the Group for the past 2 financial years ended 31 December 2023 and 31 December 2024 and the unaudited consolidated financial statements for the financial period ended 31 March 2025; and
- (iii) Letter of consent and declaration of conflict of interest as referred to in Section 2 of this Appendix.



AUTOCOUNT DOTCOM BERHAD
Registration No. 202201006885 (1452582-U)
(Incorporated in Malaysia)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Extraordinary General Meeting (“**EGM**”) of Autocount Dotcom Berhad (“**ADB**” or the “**Company**”) will be held at C-G-06, Ground Floor, Pusat Korporat Oasis, Centum @ Oasis Corporate Park, No 2, Jalan PJU 1A/2, Ara Damansara, 47301 Petaling Jaya, Selangor, Malaysia, on Tuesday, 24 June 2025 at 3:00 p.m., or immediately after the conclusion of the Company’s Annual General Meeting scheduled to be held at the same venue on the same day at 2:00 p.m., whichever is later, or at any adjournment thereof, for the purpose of considering and if thought fit, passing with or without modifications the resolution as set out in this notice:

SPECIAL RESOLUTION

PROPOSED AMENDMENTS TO THE CONSTITUTION OF THE COMPANY TO FACILITATE THE IMPLEMENTATION OF THE PROPOSED TRANSFER OF THE LISTING AND QUOTATION OF THE ENTIRE ISSUED SHARE CAPITAL OF THE COMPANY FROM THE ACE MARKET TO THE MAIN MARKET OF BURSA MALAYSIA SECURITIES BERHAD (“BURSA SECURITIES”) (“PROPOSED TRANSFER”) (“PROPOSED AMENDMENTS”)

“**THAT** subject to the relevant approvals being obtained from Securities Commission Malaysia and Bursa Securities for the Proposed Transfer as well as the approval of all relevant authorities and/or parties being obtained (where applicable), approval be and is hereby given to alter and amend the existing Clause of the Company’s Constitution in the following manner to facilitate the implementation of the Proposed Transfer with effect from the date the Company is transferred from the ACE Market to the Main Market of Bursa Securities;

Clause No.	Existing Clause	Proposed New Clause
6.1	Definition of “Listing Requirements”: Unless the context otherwise requires, means the Ace Market Listing Requirements of the Exchange including any relevant practice and/or guidance notes, directives, guidelines issued pursuant thereto and any amendment, supplemental, modification to the same that may be made from time to time.	Definition of “Listing Requirements”: Unless the context otherwise requires, means the Main Market Listing Requirements of the Exchange including any relevant practice and/or guidance notes, directives, guidelines issued pursuant thereto and any amendment, supplemental, modification to the same that may be made from time to time.

AND THAT the Board of Directors of the Company ("**Board**") be and is hereby empowered and authorised to empowered and authorised to do all acts, deeds and such things and to execute, enter into, sign and deliver on behalf of the Company, all such documents and/or agreements as the Board may deem necessary and/or expedient and/or appropriate to implement and give full effect to complete the Proposed Amendments including without limitation, with full power to assent to any conditions, modifications, variations and/or amendments as the Board in their absolute discretion may deem fit or expedient or appropriate in order to carry out, finalise and give full effect to the Proposed Amendments in the best interest of the Company."

BY ORDER OF THE BOARD

LIM LI HEONG (MAICSA 7054716) (SSM PC No. 202008001981)
WONG MEE KIAT (MAICSA 7058813) (SSM PC No. 202008001958)
Company Secretaries

Kuala Lumpur
28 May 2025

Notes:-

A. Proxy

1. *A proxy may but need not be a member of the Company.*
2. *To be valid, this form, duly completed must be deposited at the Registered Office of the Company, Level 5, Tower 8, Avenue 5, Horizon 2, Bangsar South City, 59200 Kuala Lumpur, Wilayah Persekutuan, Malaysia not less than 24 hours before the time for holding the meeting Provided That in the event the member(s) duly executes the form of proxy but does not name any proxy, such member(s) shall be deemed to have appointed the Chairman of the meeting as his/her/their proxy, Provided Always that the rest of the proxy form, other than the particulars of the proxy/proxies have been duly completed by the member(s).*
3. *A member may appoint up to two (2) proxies to attend and vote at the same meeting. Where a member appoints two (2) proxies, the appointment shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.*
4. *Where a member of the Company is an authorised nominee as defined under the Central Depositories Act, it may appoint at least 1 proxy in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.*
5. *Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account (“**omnibus account**”) as defined under the Securities Industry (Central Depositories) Act, 1991, there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.*
6. *If the appointor is a corporation, this form must be executed under its common seal or under the hand of an attorney duly authorised.*
7. *Only depositors whose names appear in the Record of Depositors as at 17 June 2025 shall be entitled to attend 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.



PROXY FORM

CDS Account No.	
No. of Shares Held	

*I/We _____ *NRIC No./Co. No. _____
(FULL NAME IN BLOCK LETTERS)

of _____
(FULL ADDRESS)

Telephone No. _____ Email Address: _____

being a *member / members of Autocount Dotcom Berhad [Registration No. 202201006885 (1452582-U)] (the "**Company**"), hereby appoint the following person(s):

Name of Proxy	NRIC No	Email Address	Address	No. of Shares to be represented
1.				
2.				

or failing him/her, THE CHAIRMAN OF THE MEETING as *my/our proxy to vote for *me/us on *my/our behalf at the Extraordinary General Meeting of the Company to be held at C-G-06, Ground Floor, Pusat Korporat Oasis, Centum @ Oasis Corporate Park, No 2, Jalan PJU 1A/2, Ara Damansara, 47301 Petaling Jaya, Selangor, Malaysia on Tuesday, 24 June 2025 at 3:00 p.m., or immediately after the conclusion of the Company's Annual General Meeting scheduled to be held at the same venue on the same day at 2:00 p.m., whichever is later, or at any adjournment thereof and to vote as indicated below:

		FIRST PROXY		SECOND PROXY	
		For	Against	For	Against
Special Resolution	Proposed Amendments				

(Please indicate with an "X" in the spaces provided above on how you wish your vote to be cast. If no instruction as to voting is given, the proxy will vote or abstain from voting at his/her discretion).

*Strike out whichever is not desired.

Dated this _____ day of _____ 2025

Signature of Shareholder(s) / Common Seal



Notes:-

1. A proxy may but need not be a member of the Company.
2. To be valid, this form, duly completed must be deposited at the Registered Office of the Company, Level 5, Tower 8, Avenue 5, Horizon 2, Bangsar South City, 59200 Kuala Lumpur, Wilayah Persekutuan, Malaysia not less than 24 hours before the time for holding the meeting Provided That in the event the member(s) duly executes the form of proxy but does not name any proxy, such member(s) shall be deemed to have appointed the Chairman of the meeting as his/her/their proxy, Provided Always that the rest of the proxy form, other than the particulars of the proxy/proxies have been duly completed by the member(s).
3. A member may appoint up to two (2) proxies to attend and vote at the same meeting. Where a member appoints two (2) proxies, the appointment shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.
4. Where a member of the company is an authorised nominee as defined under the Central Depositories Act, it may appoint at least 1 proxy in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.
5. Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account ("omnibus account") as defined under the Securities Industry (Central Depositories) Act, 1991, there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.
6. If the appointor is a corporation, this form must be executed under its common seal or under the hand of an attorney duly authorised.
7. Only depositors whose names appear in the Record of Depositors as at 17 June 2025 shall be entitled to attend the EGM.

Personal Data Privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s), the member accepts and agrees to the personal data privacy terms set out in the Notice of Extraordinary General Meeting dated 28 May 2025.



Fold this flap for sealing

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AFFIX
STAMP

AUTOCOUNT DOTCOM BERHAD
[Registration No. 202201006885 (1452582-U)]
Registered Office
Acclime Corporate Services Sdn Bhd
Level 5, Tower 8, Avenue 5, Horizon 2,
Bangsar South City,
59200 Kuala Lumpur,
Wilayah Persekutuan,
Malaysia.

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