



Smart Auto Australia Limited

16 July 2022

Dear Shareholder

SMART AUTO AUSTRALIA LIMITED – UPCOMING ANNUAL GENERAL MEETING OF SHAREHOLDERS

Smart Auto Australia Limited is convening an Annual General Meeting of shareholders to be held on **31 August 2021 at 1:00pm (AEST)** at:

Level 12, 141 Walker Street, North Sydney NSW
and

Unit No.1, 8/F Fu Hang Industrial Building No. 1 Hok Yuen Street East, Hung Hom, Kowloon
Hong Kong

(Meeting).

In accordance with the Corporations Act, as recently amended by the Corporations Amendment (Meetings and Documents) Bill 2021 (Cth), the Company is not sending hard copies of the Notice of Meeting to Shareholders. The Notice of Meeting can be viewed and downloaded from this website link:

<https://www.nsga.com.au>

or the Company's website - <https://www.smartautoltd.com/announcements/>

You may vote by attending the Meeting in person, by proxy, or by appointing an authorised representative.

Voting in Person

To vote in person, attend the Meeting on the date and at one of the places set out above. If possible, Shareholders are asked to arrive at the venue 15 minutes prior to the time designated for the Meeting, so that the Company may check the Shareholders' holding against the Company's share register and note attendance.

Voting by Proxy

Appointment of Proxy: Shareholders who are entitled to attend and vote at the Meeting, may appoint a proxy to act generally at the Meeting and to vote on their behalf. The proxy does not need to be a Shareholder.

A Shareholder that is entitled to cast two or more votes may appoint two proxies and should specify the proportion of votes each proxy is entitled to exercise. If a Shareholder appoints two proxies, each proxy may exercise half of the Shareholder's votes if no proportion or number of votes is specified.

Voting by proxy: A Shareholder can direct its proxy to vote for, against or abstain from voting on each Resolution by marking the appropriate box in the voting directions to your proxy section of the Proxy Form. If a proxy holder votes, they must cast all votes as directed. Any directed proxies that are not voted will automatically default to the Chairman, who must vote the proxies as directed in the Proxy Form.

Proxy Forms must be received by **1:00pm (AEST) on 29 August 2021.**



Smart Auto Australia Limited

Details on how to lodge your Proxy Form can be found on the enclosed Proxy Form. If you have any questions about your Proxy Form, please contact the Company Secretary by telephone at +61 414 906 611.

If COVID-19 social distancing restrictions change prior to the Meeting, the Company will advise via an NSX announcement as to any changes in the manner in which the Meeting will be held and as to whether shareholders will still be able to attend in person and participate in the usual way.

The Notice is important and should be read in its entirety. If you are in doubt as to the course of action you should follow, you should consult your financial adviser, lawyer, accountant or other professional adviser.

Yours faithfully

Gregory Starr
Director and Company Secretary
Smart Auto Australia Limited

SMART AUTO AUSTRALIA LIMITED
ACN 644 257 465
NOTICE OF 2022 ANNUAL GENERAL MEETING

Notice is given that the 2022 Annual General Meeting of the members of Smart Auto Australia Limited (**SAL** or **Company**) will be held at the following venues:

Level 12, 141 Walker Street North Sydney NSW and

Unit No.1, 8/F Fu Hang Industrial Building No. 1 Hok Yuen Street East, Hung Hom, Kowloon, Hong Kong

at 1:00pm (Sydney time) on Wednesday 31 August 2022 (**Meeting**).

The Company and the Board are very aware of the current circumstances resulting from COVID-19 and the impact it is having, and is likely to continue to have, on physical meetings. Accordingly, the Board has made the decision that it will hold a physical Meeting at the two venues noted above, with any appropriate social gathering and physical distancing measures in place to comply with State and Federal Government current restrictions for physical gatherings

To comply with Federal and State government restrictions on social gatherings (and to otherwise ensure the safety of its shareholders and other participants), the Company may only be able to admit a limited number of persons to the Meeting. There is a risk that shareholders intending to attend the physical Meeting may not be admitted, depending on the number of Shareholders who wish to physically attend the Meeting. Therefore, the Company strongly encourages all shareholders to submit their directed proxy votes in advance of the Meeting, as detailed on pages 4 and 5 of this Notice of Meeting.

The Company will continue to closely monitor guidance from the Federal and State Government for any impact on the proposed arrangements for the Meeting. If any changes are required, the Company will advise shareholders by way of an announcement on the NSX website at www.nsx.com.au. The Company strongly encourages all shareholders to check the Company's announcements at www.nsx.com.au regularly prior to the Meeting. Please see page 4 for details outlining the process which Shareholders should follow to participate in the Annual General Meeting.

In accordance with the Corporations Act, as recently amended by the Corporations Amendment (Meetings and Documents) Bill 2021 (Cth) the Company will not be mailing physical copies of this Notice of Meeting to Shareholders, and instead this Notice of Meeting will be sent electronically to Shareholders where the Company has a record of their email address, or will otherwise be made available to Shareholders where the Company does not have a record of their email address through a URL set out in a Letter sent to them by mail. Please see page 4 for further details regarding the despatch of this Notice of Meeting to Shareholders. The Notice of Meeting can be viewed and downloaded from this website link:

www.nsx.com.au

The Explanatory Memorandum to this Notice of Meeting provides additional information on matters to be considered at the 2022 Annual General Meeting. The Explanatory Memorandum forms part of this Notice of Meeting.

Certain terms and abbreviations used in this Notice of Meeting and Explanatory are defined in the Glossary of the Explanatory Memorandum.

ORDINARY BUSINESS

FINANCIAL REPORT

To receive and consider the Annual Financial Statements, the Directors' Report and Audit Report of the Company and its Controlled Entities for the financial period ended 31 March 2022.

To consider, and if thought fit, to pass with or without modification, the following resolutions.

1. RESOLUTION 1 – REMUNERATION REPORT

To consider and, if thought fit, to pass the following non-binding ordinary resolution:

1.1 *'That the Remuneration Report contained in the Annual Report for the financial year ended 31 March 2022 be adopted.'*

1.2 Note: the vote on this Resolution 1 is advisory only and does not bind the Directors or the Company. Shareholders are encouraged to read the Explanatory Memorandum for further details on the consequences of voting on this Resolution 1.

Voting Exclusion Statement

Pursuant to section 250R of the Corporations Act, a vote must not be cast, and the Company will disregard any votes cast (in any capacity) on Resolution 1, by or on behalf of:

- (a) A member of the Key Management Personnel (KMP), details of whose remuneration are included in the Remuneration Report for the year ended 31 March 2022; or
- (b) a Closely Related Party of a KMP.

However, a person described above may cast a vote on Resolution 1 if it is not cast on behalf of a person described above and either:

- (a) the proxy is appointed by writing that specifies how the proxy is to vote on the resolution proposed in Resolution 1; or
- (b) the chairman of the meeting is appointed as proxy and the appointment of the chairman does not specify the way in which the chairman is to vote and expressly authorises the chairman to exercise the proxy even though the resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

Please note, in accordance with sections 250R(4) and 250R(5) of the Corporations Act, the chairman will not vote any undirected proxies in relation to Resolution 1 unless the shareholder expressly authorises the chairman to vote in accordance with the chairman's stated voting intentions. Please note that if the chairman of the meeting is your proxy (or becomes your proxy by default), by completing the attached proxy form, you will expressly authorise the chair to exercise your proxy on Resolution 1 even though it is connected directly or indirectly with the remuneration of a member of Key Management Personnel for the Company, which includes the chairman.

If you appoint the chairman as your proxy, you can direct the chairman to vote for or against or abstain from voting on Resolution 1 by marking the appropriate box on the proxy form.

2. RESOLUTION 2 – ELECTION OF DIRECTOR – MS ALYCE WONG

To consider, if thought fit, pass with or without amendment, the following resolution as an ordinary resolution:

‘That, for the purpose of clause 14.2 of the Constitution of the Company and for all other purposes, Ms Alyce Wong who retires, and being eligible, is elected as a Director.’

3. RESOLUTION 3 – ELECTION OF DIRECTOR – MR MARK NG

To consider, if thought fit, pass with or without amendment, the following resolution as an ordinary resolution:

‘That, for the purpose of clause 14.2 of the Constitution of the Company and for all other purposes, Mr Mark Ng who retires, and being eligible, is elected as a Director.’

SPECIAL BUSINESS

4. RESOLUTION 4 – AMENDMENT OF THE COMPANY’S CONSTITUTION

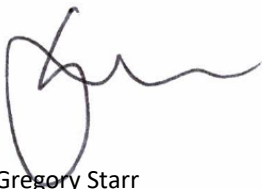
To consider, if thought fit, pass with or without amendment, the following resolution as a special resolution:

‘That, with effect from the conclusion of the Company’s 2022 AGM, the constitution of the Company is amended in the manner described in section 4 of the Explanatory Memorandum.’

EXPLANATORY MEMORANDUM

An Explanatory Memorandum in respect of the Resolutions set out above is **enclosed** with this Notice of Meeting. Expressions defined in the Explanatory Memorandum have the same meaning when used in this Notice of Meeting.

By Order of the Board



Gregory Starr

Director and Company Secretary
16 July 2022

DISPATCH OF NOTICE OF MEETING

In accordance with the Corporations Act, as recently amended by the Corporations Amendment (Meetings and Documents) Bill 2021 (Cth), the Company will not be mailing physical copies of this Notice of Meeting to Shareholders. This Notice of Meeting will be despatched to Shareholders in the following manner:

- If the Share Registry has a record of a Shareholders email address, the Company will send an email to that Shareholder which will contain this Notice of Meeting; or
- If the Share Registry does not have a record of a Shareholders email address, the Company will mail a letter to that Shareholder's registered address, containing a URL website address by which that Shareholder can access and download a copy of this Notice of Meeting electronically.

VOTING ENTITLEMENTS

In accordance with section 1074E(2)(g) of the Corporations Act and regulation 7.11.37 of the Corporations Regulations 2001 (Cth), persons holding shares at 1:00pm (Sydney time) on Monday 29 August 2022 will be treated as Shareholders. This means that if you are not the registered holder of a relevant Share at that time you will not be entitled to attend and vote in respect of that Share at the meeting.

PROXIES

A Shareholder who is entitled to attend and vote at the General Meeting may appoint up to two proxies to attend and vote on behalf of that Shareholder. A Proxy Form is included with this Notice. If you require an additional Proxy Form, please contact Advanced Share Registry.

If a Shareholder appoints two proxies, the appointment of the proxies may specify the proportion or the number of that Shareholder's votes that each proxy may exercise. If the appointment does not specify, each proxy may exercise half of the votes. Fractions of votes will be disregarded. The Proxy Form must be signed by the Shareholder or their duly appointed attorney, or in the case of a body corporate, executed in accordance with the corporation's constitution, or signed by a duly authorised officer or attorney. A proxy need not be a Shareholder of the Company.

To be effective, the Company must receive the completed Proxy Form signed by the Shareholder and, if the form is signed by the Shareholder's attorney or authorised officer of a corporation, the authority under which the Proxy Form is signed (or a certified copy of the authority) by no later than 1:00pm (Sydney time) on Monday 29 August 2022 by post or fax to the Company's share registrar, Advanced Share Registry, as listed below.

BY MAIL:	BY FAX:
Smart Auto Australia Limited C/- Advanced Share Registry 110 Stirling Highway, Nedlands WA 6009	Smart Auto Australia Limited C/- Advanced Share Registry Fax: +61 8 6370 4203

BODY CORPORATE REPRESENTATIVES

- A corporation, by resolution of its directors, may authorise a person to act as its representative to vote at the meeting.
- A representative appointed by a corporation may be entitled to execute the same powers on behalf of the corporation as the corporation could exercise if it were an individual shareholder of the Company.

- To evidence the authorisation, either a certificate of body corporate representative executed by the corporation or under the hand of its attorney or an equivalent document evidencing the appointment will be required.
- The certificate or equivalent document must be produced prior to the meeting.

VOTING BY PROXIES

Where more than one proxy is appointed, neither proxy is entitled to vote on a show of hands. A proxy may decide whether to vote on any motion, except where the proxy is required by law or the constitution to vote, or abstain from voting, in their capacity as proxy. If a proxy is directed how to vote on an item of business, the proxy may vote on that item only in accordance with the direction. If a proxy is not directed how to vote on an item of business, the proxy may vote as he or she thinks fit. If a proxy abstains from voting and the directions on the proxy require that person to vote, the votes not exercised by the proxy will be given to the Chairman to vote in accordance with the directions on the Proxy Form.

Subject to the statement below, if a Shareholder appoints the Chairman of the General Meeting as the Shareholder's proxy and does not specify how the Chairman is to vote on an item of business, the Chairman will vote, as proxy for that Shareholder, in favour of that item on a poll.

Please read the directions on the Proxy Form carefully, especially if you intend to appoint the Chairman of the General Meeting as your proxy.

UNDIRECTED PROXIES

The Chairman will vote undirected proxies in favour of all resolutions on the agenda for the General Meeting. The Company recommends that Shareholders who submit proxies should consider giving 'how to vote' directions to their proxyholder on each Resolution.

If you complete a proxy form that authorises the Chairman to vote on your behalf as proxyholder, and you do not mark any of the boxes so as to give him directions about how your vote should be cast, you will be expressly authorising the chair to exercise your proxy in accordance the Chairman's stated voting intention on all resolutions even if the resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

If you wish to appoint the Chairman as your proxyholder but you do not want to put him in the position to cast your votes in accordance with Chairman's stated voting intention, you can direct the Chairman by completing the appropriate box on the Proxy Form, to vote for, against or abstain from voting on the Resolutions.

SMART AUTO AUSTRALIA LIMITED

ACN 644 257 465

EXPLANATORY MEMORANDUM

1. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

1.1 General

Section 250R(2) of the Corporations Act requires the Company to put to its Shareholders a resolution that the Remuneration Report as disclosed in the Company's Annual Report be adopted. The Remuneration Report is set out in the Company's Statutory Annual Report and is also available on the Company's website <https://www.smartautoltd.com/>.

The vote on Resolution 1 is advisory only and does not bind the Directors or the Company. However, the Board will take the outcome of the vote into consideration when reviewing the remuneration practices and policies of the Company.

However, if at least 25% of the votes cast are against adoption of the Remuneration Report at two consecutive annual general meetings (with a 25% or more vote "against" commonly referred to as a "first strike" or "second strike"), the Company will be required to put a resolution to the Annual General Meeting (Spill Resolution), to approve calling a general meeting (Spill Meeting). If more than 50% of Shareholders vote in favour of the Spill Resolution, the Company must then convene a Spill Meeting within 90 days of the second Annual General Meeting. All of the Directors who were in office when the applicable Directors' Report was approved, other than the Managing Director, will need to stand for re-election at the Spill Meeting if they wish to continue as Directors.

At the Company's 2021 annual general meeting a "first strike" was **not** recorded against the Company's Remuneration Report. Accordingly, if at least 25% of the votes cast on Resolution 1 are against adoption of the Remuneration Report it will not result in the Company putting a Spill Resolution to Shareholders.

The Remuneration Report explains the Board policies in relation to the nature and level of remuneration paid to Directors, sets out remuneration details for each Director and any service agreements and sets out the details of any equity-based compensation.

The Chair will give Shareholders a reasonable opportunity to ask questions about, or make comments on, the Remuneration Report.

1.2 Voting

Note that a voting exclusion applies to Resolution 1 in the terms set out in the Notice of Meeting. In particular, the Directors and other Restricted Voters may not vote on this Resolution and may not cast a vote as proxy, unless the appointment gives a direction on how to vote or the proxy is given to the Chair and expressly authorises the Chair to exercise your proxy, even if the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel. The Chair intends to use any such proxies to vote in favour of the Resolution.

Shareholders are urged to carefully read the Proxy Form and provide a direction to the proxy on how to vote on this Resolution.

1.3 Board Recommendation

The Board recommends that you vote in favour of this Resolution.

2. RESOLUTION 2 – ELECTION OF DIRECTOR – MS ALYCE WONG

2.1 General

Clause 14.2 of the Constitution requires that a third (or the number of Directors nearest to one third) of the Directors must retire at each annual general meeting. The Directors to retire at an annual general meeting are those who have been longest in office since their last election. In determining the number of Directors to retire, a Director appointed by the Board, or a Managing Director, is not taken into account. A Director who retires by rotation under the Constitution is eligible for re-election.

Ms Alyce Wong was appointed as a Director on 28 October 2020. Therefore, pursuant to the Constitution, Ms Wong retires by rotation at this Meeting, and being eligible, seeks election at this Annual General Meeting.

2.2 Qualifications

Ms Wong is one of the founders of the Company's current operating entity, Grand Tour Bus Services Limited (GTB) in Hong Kong and has over 11 years' experience in the coach/bus rental, management and trading industry.

Prior to founding GTB, Ms Wong held management roles with Sunice International Limited and Fok-Hing Industrial Limited in Hong Kong. She has worked in highly regulated industries and has firsthand experience dealing with disruptive technologies.

As the current CEO of the Company, coupled with her deep industry knowledge and experience, Ms Wong is responsible for formulating the corporate strategy, business development, financial management, cost management and compliance functions of the Company.

Ms Wong graduated with a Diploma of Marketing from the Office Business Academy in Australia in 1996.

2.3 Board Recommendation

The Board (with Ms Alyce Wong abstaining) recommends that you vote in favour of this Resolution.

3. RESOLUTION 3 – ELECTION OF DIRECTOR – MR MARK NG

3.1 General

Clause 14.2 of the Constitution requires that a third (or the number of Directors nearest to one third) of the Directors must retire at each annual general meeting. The Directors to retire at an annual general meeting are those who have been longest in office since their last election. In determining the number of Directors to retire, a Director appointed by the board, or a Managing Director, is not taken into account. A Director who retires by rotation under the Constitution is eligible for re-election..

Mr Ng was appointed as a Director on 28 October 2020. Therefore, pursuant to the Constitution, Mr Ng retires by rotation at this Meeting, and being eligible, seeks election at this Annual General Meeting.

3.2 Qualifications

Mr Ng is a member of CPA (Australia) and Hong Kong Institute of Certified Public Accountants. He is currently a director of MN CPA Limited, a Hong Kong based accounting firm, and executive director of Credit Intelligence Limited (ASX:CI1) and Sanvo Fine Chemicals Group Limited, a company listed on the main board of the Hong Kong Stock Exchange (HKex:301).

Mr Ng has over 20 years of experience in the areas of corporate governance, financial reporting, auditing, investor relationship, fund raising, internal control and risk assessment, M & A, tax, and listing rules compliance. He has been involved in several IPOs and M&A activities on major stock exchanges.

Mr Ng was trained in international CPA firms Grant Thornton and BDO and has been employed in various managerial positions in listed companies as executive director, independent non-executive director, company secretary, CFO and corporate adviser.

3.3 Board Recommendation

The Board (with Mr Mark Ng abstaining) recommends that you vote in favour of this Resolution.

4. RESOLUTION 4 – AMENDMENT TO THE COMPANY’S CONSTITUTION

4.1 General

Approval is sought by special resolution, which requires at least 75% of the votes that are cast on the resolution to be in favour of the resolution.

In response to the COVID-19 pandemic and the resulting inability of shareholders to meet in person, the Corporations Act has been temporarily amended (each time by a determination made by the Commonwealth Treasurer) to permit companies to hold meetings virtually. Virtual meetings of shareholders were not explicitly permitted under the Corporations Act prior to these temporary amendments taking effect.

To provide certainty and continuity in the acceptance of virtual shareholder meetings while the COVID-19 pandemic continues, ASIC has adopted a temporary “no action” position which supports the convening and holding of virtual meetings using appropriate technology.

Following the expiry of these temporary measures on 31 May 2022 for listed entities, under the Corporations Act a company will only be entitled to hold virtual meetings if its constitution permits it.

The Board considers it appropriate to amend the Company’s constitution to ensure it has the flexibility to hold virtual shareholder meetings in the future.

4.2 Proposed amendments to the constitution

The proposed amendments to the Company’s constitution are shown below in mark up, with the additional wording underlined. A full copy of the Company’s current constitution is also available at <https://www.smartautold.com/corporate-governance-2/>

12.3 Convening of General Meetings of Shareholders by a Director or requisition

Any Director may, whenever he or she thinks fit, convene a general meeting of Shareholders, and a general meeting shall also be convened on a requisition as is provided for in the Corporations

Act, or in default, may be convened by such requisitions as empowered to do so by the Corporations Act. If there are no Directors for the time being, the Secretary may convene a general meeting of Shareholders for the purpose of enabling the election of Directors but for no other purpose. A general meeting may be held at two or more venues simultaneously using audio-visual, virtual or any other technology that gives Shareholders as a whole a reasonable opportunity to participate.

13.1 Quorum

No business, the election of a chairman and the adjournment of the meeting, shall be transacted at any general meeting unless a quorum is present comprising two Shareholders present in person by proxy, attorney or Representative (including if the meeting is being held at two or more venues using virtual technology, if the Shareholder, proxy, attorney or Representative is present at any one of those venues or via virtual technology). For the purpose of determining whether a quorum is present, a person attending as a proxy, attorney or Representative, including by means of virtual technology, shall be deemed to be the Shareholder in person. If a quorum is not present within 30 minutes after the time appointed for a general meeting, the meeting, if convened upon a requisition shall be dissolved, but in any other case, it shall stand adjourned to a date and at the time and place to be fixed by the Directors. If at such adjourned meeting a quorum is not present within 30 minutes after the time appointed for the adjourned meeting, the meeting is dissolved.

13.2 Persons Entitled to Attend a General Meeting

The persons entitled to attend a general meeting, including attendance using audio-visual, virtual or any other technology, shall be:

- a) Shareholders, in person, by proxy, attorney or Representative;
- b) Directors and public officers of the Company;
- c) The Company's auditor; and
- d) Any other person or persons as the chairman may approve.

GLOSSARY

ASIC	Australian Securities and Investments Commission
Board	Board of directors of the Company
Company	Smart Auto Australia Limited ACN 644 257 465
Constitution	The constitution of the Company
Corporations Act	<i>Corporations Act 2001</i> (Cth)
Director	A director of the Company
Meeting or Annual General Meeting	The general meeting of the Company to be held on 31 August 2022
Notice of General Meeting	The notice of General Meeting to which this Explanatory Memorandum is attached
Share	A fully paid ordinary share in the Company
Shareholder	A person who holds Shares in the Company



Smart Auto Australia Limited
ABN 57 644 257 465

LODGE YOUR PROXY APPOINTMENT ONLINE



ONLINE PROXY APPOINTMENT

www.advancedshare.com.au/investor-login



MOBILE DEVICE PROXY APPOINTMENT

Lodge your proxy by scanning the QR code below, and enter your registered postcode.

It is a fast, convenient and a secure way to lodge your vote.

ANNUAL GENERAL MEETING PROXY FORM

I/We being shareholder(s) of Smart Auto Australia Limited and entitled to attend and vote hereby:

APPOINT A PROXY

The Chairman of
the Meeting

OR



PLEASE NOTE: If you leave the section blank, the Chairman of the Meeting will be your proxy.

or failing the individual(s) or body corporate(s) named, or if no individual(s) or body corporate(s) named, the Chairman of the Meeting, as my/our proxy to act generally at the Meeting on my/our behalf, including to vote in accordance with the following directions (or, if no directions have been given, and to the extent permitted by law, as the proxy sees fit), at the Annual General Meeting of the Company to be held at **Level 12, 141 Walker Street North Sydney NSW and Unit No.1, 8/F Fu Hang Industrial Building No. 1 Hok Yuen Street East, Hung Hom, Kowloon, Hong Kong on 31 August 2022 at 1:00pm (Sydney time)** and at any adjournment or postponement of that Meeting.

Chairman's voting intentions in relation to undirected proxies: The Chairman intends to vote all undirected proxies in favour of all Resolutions. In exceptional circumstances, the Chairman may change his/her voting intentions on any Resolution. In the event this occurs, a NSX announcement will be made immediately disclosing the reasons for the change.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Resolution 1 (except where I/we have indicated a different voting intention below) even though this resolution is connected directly or indirectly with the remuneration of a member(s) of key management personnel, which includes the Chairman .

STEP 1

VOTING DIRECTIONS

Resolutions

	For	Against	Abstain*
1 Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Election of Director - Ms Alyce Wong	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Election of Director - Mr Mark Ng	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Amendment of the Company's Constitution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>



* If you mark the Abstain box for a particular Resolution, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

STEP 2

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

This form should be signed by the shareholder. If a joint holding, all the shareholders should sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the Corporations Act 2001 (Cth).

Email Address

Please tick here to agree to receive communications sent by the Company via email. This may include meeting notifications, dividend remittance, and selected announcements.

STEP 3

HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

**IF YOU WOULD LIKE TO ATTEND AND VOTE AT THE MEETING, PLEASE BRING THIS FORM WITH YOU.
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**

CHANGE OF ADDRESS

This form shows your address as it appears on Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes.

APPOINTMENT OF A PROXY

If you wish to appoint the Chairman as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman, please write that person's name in the box in Step 1. A proxy need not be a shareholder of the Company. A proxy may be an individual or a body corporate.

DEFAULT TO THE CHAIRMAN OF THE MEETING

If you leave Step 1 blank, or if your appointed proxy does not attend the Meeting, then the proxy appointment will automatically default to the Chairman of the Meeting.

VOTING DIRECTIONS – PROXY APPOINTMENT

You may direct your proxy on how to vote by placing a mark in one of the boxes opposite each resolution of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any resolution by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given resolution, your proxy may vote as they choose to the extent they are permitted by law. If you mark more than one box on a resolution, your vote on that resolution will be invalid.

PROXY VOTING BY KEY MANAGEMENT PERSONNEL

If you wish to appoint a Director (other than the Chairman) or other member of the Company's key management personnel, or their closely related parties, as your proxy, you must specify how they should vote on Resolution 1, by marking the appropriate box. If you do not, your proxy will not be able to exercise your vote for Resolution 1.

PLEASE NOTE: If you appoint the Chairman as your proxy (or if they are appointed by default) but do not direct them how to vote on a resolution (that is, you do not complete any of the boxes "For", "Against" or "Abstain" opposite that resolution), the Chairman may vote as they see fit on that resolution.

APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning Advanced Share Registry Limited or you may copy this form and return them both together.

To appoint a second proxy you must:

- on each Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- return both forms together.

VOTING EXCLUSION STATEMENT

If you hold shares on behalf of another person(s) or entity/entities or you are a trustee, nominee, custodian or other fiduciary holder of the shares, you are required to ensure that the person(s) or entity/entities for which you hold the shares are not excluded from voting on resolutions where there is a voting exclusion. You are required to receive written confirmation from the person or entity providing the voting instruction to you and you must vote in accordance with the instruction provided.

CORPORATE REPRESENTATIVES

If a representative of a nominated corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission in accordance with the Notice of Meeting. A Corporate Representative Form may be obtained from Advanced Share Registry.

SIGNING INSTRUCTIONS ON THE PROXY FORM

Individual:

Where the holding is in one name, the security holder must sign.

Joint Holding:

Where the holding is in more than one name, all of the security holders should sign.

Power of Attorney:

If you have not already lodged the Power of Attorney with Advanced Share Registry, please attach the original or a certified photocopy of the Power of Attorney to this form when you return it.

Companies:

Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held.

LODGE YOUR PROXY FORM

This Proxy Form (and any power of attorney under which it is signed) must be received at an address given below by 1:00pm (Sydney time) on 29 August 2022, being not later than 48 hours before the commencement of the Meeting. Proxy Forms received after that time will not be valid for the scheduled Meeting.



ONLINE PROXY APPOINTMENT

www.advancedshare.com.au/investor-login



BY MAIL

Advanced Share Registry Limited
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