

15 October 2020

Annual General Meeting of Shareholders

RPM Automotive Group Limited ("RPM") will be holding its Annual General Meeting of shareholders on 16 November 2020 at 11am (AEDST).

The Company is closely monitoring the impact of the COVID-19 virus in Victoria and accordingly, will follow guidance from the National Cabinet.

Shareholders will be able to attend by way of teleconference.

A quorum for the Annual General meeting will be satisfied with enough directors being physically in attendance at the registered office of the Company where the meeting will be held.

How you can participate in the Meeting

1. Shareholders are strongly urged to appoint the Chair of the Meeting as proxy in advance of the Meeting. Shareholders can complete the proxy form to provide specific instructions on how their vote is to be exercised on each item of business and the Chair of the Meeting must follow those instructions.

Shareholders are encouraged to complete and lodge their proxies in accordance with the instructions set out in the proxy form and the Notice of Meeting.

2. Shareholders who completed a proxy form can still participate in the general meeting through the teleconference facility.
3. To attend the annual general meeting via teleconference/Zoom meeting, Shareholders will need to contact the Company Secretary to obtain the log-in details so that you can dial into the meeting on the day. The Company Secretary can be contacted on 0407 233 153 or by email at wayne.kernaghan@gulfindustrials.com.au
4. However, no votes submitted via teleconference/Zoom meeting will be accepted by the Company, therefore those shareholders choosing to participate in the Annual General meeting via teleconference must submit their votes by proxy on or before 11am (AEDST) on 14 November 2020. (Proxy cut-off time)

If social distancing restrictions are eased prior to the meeting, the Company will advise via an ASX announcement whether shareholders will be able to attend in person and participate in the usual way.

The Notice of Meeting is important and should be read in its entirety.

The Company appreciates the understanding of shareholders during this time.

Yours faithfully

G Carman
Chairman



NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of Shareholders of RPM Automotive Group Limited (RPM or the Company) will be held on Monday, 16 November 2020, commencing at 11.00am (AEDST) at 6-18 Antonella Court, Dandenong South, Victoria.

The enclosed Explanatory Statement accompanies and forms part of this Notice of Meeting.

AGENDA

ORDINARY BUSINESS

Accounts and Reports

To receive and consider the annual financial report for the financial year ended 30 June 2020, together with the reports by directors and auditors thereon.

Resolution 1: Adoption of Remuneration Report

To consider and, if thought fit, to pass with or without amendment, the following resolution as a non-binding resolution:

That for the purpose of section 250R (2) of the Corporations Act and for all other purposes, the Remuneration Report set out in the Company's 2020 Annual Report for the financial year ended 30 June 2020 be adopted.

Note: The vote on this resolution is advisory only and does not bind the directors of the Company.

Voting Exclusion Statement:

Pursuant to section 250R (4) of the Corporations Act, the Company is required to disregard any votes cast on Resolution 1 (in any capacity) by or on behalf of any of the following persons:

- (a) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or
- (b) a Closely Related Party of such a member (together "prohibited persons").

However, the Company will not disregard a vote if:

- (c) the prohibited person does so as a proxy appointed by writing that specifies how the proxy is to vote on the proposed resolution; and
- (d) the vote is not cast on behalf of a prohibited person.

Resolution 2: Re-election of Director (Mr L Jaffe)

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

That Mr Lawrence Jaffe, being a Director of the Company who retires by rotation in accordance with Clause 3.6 of the Company's Constitution and, being eligible, offers himself for re-election, be re-elected as a director of the Company.

Resolution 3: Election of Director (Mr G Carman)

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

That Mr Grant Carman, being a Director of the Company who retires in accordance with Clause 3.3 of the Company's Constitution and, being eligible, offers himself for election, be elected as a director of the Company.

Resolution 4: Election of Director (Mr W Liu)

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

That Mr Wei Liu, being a Director of the Company who retires in accordance with Clause 3.3 of the Company's Constitution and, being eligible, offers himself for election, be elected as a director of the Company.

Resolution 5: Election of Director (Mr A Goodman)

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

That Mr Alex Goodman, being a Director of the Company who retires in accordance with Clause 3.3 of the Company's Constitution and, being eligible, offers himself for election, be elected as a director of the Company.

Resolution 6: Ratification of prior issue of placement shares

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

That for the purposes of ASX Listing Rule 7.4 and for all other purposes, the Shareholders ratify and approve the issue of 680,851 shares for the purposes and on the terms and conditions set out in the Explanatory Memorandum.

Voting Exclusion Statement

The Company will disregard any votes cast in favour of this Resolution 6 by or on behalf of Mr Smith or an associate of that person or those persons.

However, this does not apply to a vote cast in favour of the resolution by:

- (a) a person or proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way ;or
- (b) the Chair as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the chair to vote on the Resolution as the Chair decides ;or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) The beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution ; and
 - (ii) The holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 7: Cancellation of a prior issue of shares

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

That for the purposes of ASX Listing Rules and Section 258D of the Corporations Act and for all other purposes, the Shareholders approve the cancellation of 3,469,594 shares on the terms and conditions set out in the Explanatory Memorandum.

Resolution 8: Issue of shares to Mr G Carman in lieu of Directors Fees

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

That in accordance with Listing Rule 7.1 and listing Rule 10.11 and for all other purposes, the Company be permitted and authorized to issue 66,667 shares at \$0.25 each to Mr G Carman a related party in lieu of cash Directors fees on the terms and conditions set out in the accompanying Explanatory Memorandum.

Voting Exclusion Statement

The Company will disregard any votes cast in favour of this Resolution 8 by or on behalf of Mr Carman and any other person who will obtain a material benefit as a result of the issue of the shares or an associate of that person or those persons.

However, this does not apply to a vote cast in favour of the resolution by:

- (d) a person or proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way ;or
- (e) the Chair as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the chair to vote on the Resolution as the Chair decides ;or
- (f) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (iii) The beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution ; and
 - (iv) The holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 9: Issue of shares to Mr A Goodman in lieu of Directors Fees

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

That in accordance with Listing Rule 7.1 and listing Rule 10.11 and for all other purposes, the Company be permitted and authorized to issue 160,000 shares at \$0.25 each to Mr A Goodman a related party in lieu of cash Directors fees on the terms and conditions set out in the accompanying Explanatory Memorandum.

Voting Exclusion Statement

The Company will disregard any votes cast in favour of this Resolution 9 by or on behalf of Mr Goodman and any other person who will obtain a material benefit as a result of the issue of the shares or an associate of that person or those persons.

However, this does not apply to a vote cast in favour of the resolution by:

- (g) a person or proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way ;or
- (h) the Chair as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the chair to vote on the Resolution as the Chair decides ;or
- (i) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (v) The beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution ; and
 - (vi) The holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 10 : Removal of Auditor

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

That, for the purposes of section 329(1) of the Corporations Act and for all other purposes Walker Wayland Advantage Audit Partnership be removed as auditor of the Company as at the date of this meeting.

Resolution 11 : Appointment of Auditor

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

That, subject to the passing of Resolution 10, for the purposes of section 327D(2) of the Corporations Act and for all other purposes Nexia Melbourne Audit Pty Ltd, having given its consent be and is hereby appointed as auditor of the Company.

Resolution 12: Financial Assistance in connection with the acquisition of Citic Autoparts Pty Ltd

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

That, for the purpose of Section 260B of the Corporations Act 2001 (Cth) and for all other purposes, approval is given for the financial assistance to be provided by Octet Finance Pty Ltd in connection with the Facility Agreement described in the Explanatory Statement.

Voting at General Meeting

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the General Meeting are those who are registered Shareholders of the Company at 7.00pm (AEDST) on 14 November 2020. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the general meeting.

Proxy and Voting Entitlement Instructions are included on the Proxy Form accompanying this Notice of Meeting.

BY ORDER OF THE BOARD

W J Kernaghan
Company Secretary
12 October 2020

EXPLANATORY STATEMENT

1. INTRODUCTION

This Explanatory Statement has been prepared for the information of Shareholders of RPM Automotive Group Limited ("the Company") in connection with the business to be conducted at the annual general meeting of Shareholders to be held at 6-18 Antonella Court, Dandenong South, Victoria on Monday, 16 November 2020 at 11.00am(AEDST).

This Explanatory Statement forms part of and should be read in conjunction with the accompanying Notice of Meeting.

2. 2020 ANNUAL REPORT

In accordance with the requirements of the Company's Constitution and the Corporations Act, the 2020 Annual Report will be tabled at the annual general meeting. Shareholders will have the opportunity of discussing the Annual Report and making comments and raising queries in relation to the Report. There is no requirement for a formal resolution on this item.

Representatives from the Company's auditors, Walker Wayland Advantage, will be present to take shareholders' questions and comments about the conduct of the audit and the preparation and content of the audit report.

2. ADOPTION OF REMUNERATION REPORT – Resolution 1

2.1 General

Pursuant to section 250R (2) of the Corporations Act, the Company is required to put the Remuneration Report to the vote of Shareholders. The Directors' Report for the year ended 30 June 2020 contains the Remuneration Report which sets out the remuneration policy for the Company and reports on the remuneration arrangements in place for the Directors and Key Management Personnel.

Resolution 1 is advisory only and does not bind the Directors of the Company. Of itself, a failure of Shareholders to pass Resolution 1 will not require the Directors to alter any of the arrangements in the Remuneration Report.

A reasonable opportunity will be provided for discussion of the remuneration report at the Annual General Meeting.

2.2 Voting consequences

If at least 25% of the votes cast on a remuneration report resolution are voted against adoption of the remuneration report in two consecutive annual general meetings, the Company will be required to put to Shareholders a resolution proposing the calling of an extraordinary general meeting to consider the appointment of directors of the Company (Spill Resolution) at the second annual general meeting.

If more than 50% of shareholders vote in favour of the Spill Resolution, the company must convene the extraordinary general meeting (Spill Meeting) within 90 days of the second annual general meeting.

At the Company's previous annual general meeting the votes cast against the remuneration report considered at that annual general meeting were less than 25%. Accordingly, the Spill Resolution is not relevant for this Annual General Meeting.

3. Re-election of a Director –Resolution 2

Resolution 2 relates to the re-election of Mr Jaffe as a Director.

In accordance with the requirements of clause 3.6 of the Company's Constitution and the Corporations Act, one-third of the directors of the Company retire from office at this annual general meeting of the Company. Mr Lawrence Jaffe retires by rotation and, being eligible, offers himself for re-election.

A summary of the qualifications and experience of Mr Jaffe is provided in the Annual Report.

4. Election of a Director –Resolution 3

Resolution 3 relates to the election of Mr Carman as a Director.

In accordance with the requirements of clause 3.3 of the Company's Constitution and the Corporations Act, Mr Carman retires from office at this annual general meeting of the Company. Mr Carman retires and, being eligible, offers himself for election.

A summary of the qualifications and experience of Mr Carman is provided in the Annual Report.

5. Election of a Director –Resolution 4

Resolution 4 relates to the election of Mr Liu as a Director.

In accordance with the requirements of clause 3.3 of the Company's Constitution and the Corporations Act, Mr Liu retires from office at this annual general meeting of the Company. Mr Liu retires and, being eligible, offers himself for election.

A summary of the qualifications and experience of Mr Liu is provided in the Annual Report

6. Election of a Director –Resolution 5

Resolution 5 relates to the election of Mr Goodman as a Director.

In accordance with the requirements of clause 3.3 of the Company's Constitution and the Corporations Act, Mr Goodman retires from office at this annual general meeting of the Company. Mr Goodman retires and, being eligible, offers himself for election.

A summary of the qualifications and experience of Mr Goodman is provided in the Annual Report

7. Resolution 6: Ratification of prior issue of placement shares

Resolution 6 relates to the ratification of a prior issue of shares

On 4 September 2020 the Company issued 680,851 fully paid ordinary shares to Mr S Smith for the acquisition of 100% of the shares in Gully Mobile Tyres Pty Ltd. This issuance of shares was made in compliance with ASX Listing Rule 7.1 at the time the issuance occurred.

The directors are restricted by Listing Rule 7.1 from issuing new securities in the Company, which would dilute existing shareholdings, to a maximum of 15% of the expanded issued capital in any 12 month period. There are exceptions which allow the directors to issue new securities above that limit which include pro rata rights issues and issues with shareholder approval.

ASX Listing Rule 7.4 allows the Company to seek the approval of shareholders of the Company to an issue of securities after the issue has been made without approval under Listing Rule 7.1, provided the issue did not breach Listing Rule 7.1 and the holders of ordinary shares in the Company subsequently approve the issue.

As the issue was not in breach of Listing Rule 7.1 and was not previously approved by the shareholders of the Company, the directors are now seeking shareholders' approval and ratification for the issue of the Shares.

If resolution 6 is passed, the Company will be able to utilise Listing Rule 7.1 for future issues of up to 15% of the expanded issued capital in the next 12 month period without having to convene a shareholders meeting to seek shareholders' approval of any such issues. The directors believe it is desirable to have the flexibility afforded to the Company to issue securities up to the maximum 15% allowable under Listing Rule 7.1 and accordingly recommend that shareholders vote in favour of the resolution.

Accordingly, the Board unanimously recommend that Shareholders approve Resolution 6.

8.Resolution 7 Cancellation of 3,469,594 ordinary shares

Resolution 7 relates to the cancellation of 3,469,594 ordinary shares held by Mrs Sonia Rahmani

In accordance with the requirements of the Company's Constitution and Section 258D of the Corporations Act approval is given for the cancellation of 3,469,594 ordinary shares held by Mrs Sonia Rahmani as the transaction for which the shares were issued being the acquisition Fix My Truck failed to complete. Mrs Sonia Rahmani is the controller of the business Fix My Truck and consents to the cancellation of such shares as the shares have been forfeited as the acquisition of Fix My Truck by the Company did not proceed.

Accordingly, the Board unanimously recommend that Shareholders approve Resolution 7.

9. Resolution 8:Issue of shares to Mr G Carman in lieu of cash payment of Directors Fees

This resolution seeks approval under Listing Rule 7.1 and Listing Rule 10.11 for the issue of 66,667 ordinary fully paid shares in the Company at \$0.25 in lieu of a cash payment of \$16,667 for Director fees to Mr G Carman. Mr Carman yearly Director Fees are \$40,000 pa. If shareholders do not approve the issue of these shares, then Mr G Carman will be paid \$16,667 as a cash payment. If this resolution is approved, then these shares will be issued within one month after the date of this meeting.

Accordingly, the Board (with Mr Carman abstaining) unanimously recommend that Shareholders approve Resolution 8.

10. Resolution 9: Issue of shares to Mr A Goodman in lieu of the cash payment of Directors Fees

This resolution seeks approval under Listing Rule 7.1 and Listing Rule 10.11 for the issue of 160,000 shares in the Company at \$0.25 in lieu of a cash payment of \$40,000 for Director fees to Mr A Goodman. Mr Goodman's yearly Director fees are \$40,000pa. If shareholders do not approve the issue of these shares, then Mr A Goodman will be paid \$40,000 as a cash payment. If this resolution is approved, then these shares will be issued within one month after the date of this meeting.

Accordingly, the Board (with Mr Goodman abstaining) unanimously recommend that Shareholders approve Resolution 9.

11. Resolution 10 : Removal of Auditor

The Company has received notice of intention to move a resolution for the removal of Walker Wayland Advantage Audit Partnership as auditor of the Company. A copy of such notice has been provided to Walker Wayland Advantage Audit Partnership and ASIC in accordance with the Corporations Act.

The Directors also considered it is appropriate time in the lifecycle of the Company to change the auditor of the Company.

A copy of the notice of intention is attached to this notice of meeting.

The Board unanimously recommend that Shareholders approve Resolution 10.

12. Resolution 11 : Appointment of Auditor

Section 327D of the Corporations Act provides that when an auditor is removed from a company, the company may appoint a new auditor at a general meeting by special resolution. Resolution 11 provides for the auditor vacancy to be filled if Resolution 10 is passed.

The Director's propose that Nexia Melbourne Audit Pty Ltd be appointed as the Company's auditor effective from the date of this meeting.

Nexia Melbourne Audit Pty Ltd have given written consent to act as the Company's auditor in accordance with Section 328A(1) of the Corporations Act.

The Board unanimously recommend that Shareholders approve Resolution 11.

13. Resolution 12: Financial Assistance in connection with the acquisition of Citic Autoparts Pty Ltd

Pursuant to Section 260A of the Corporations Act, a company may "financially assist a person to acquire shares" in the company or a holding company of the company only if stipulated requirements are satisfied. Accordingly, section 260A is a prohibition on a company providing financial assistance for the acquisition of shares in that company, unless a stated exception applies:

- A. The first is that the giving of the assistance does not materially prejudice the interests of the company or its shareholders, or the company's ability to pay its creditors.
- B. The second exception, otherwise referred to as 'whitewash', which is relevant for the purposes of this transaction, is that the assistance has been approved by shareholders under section 260B of the Corporations Act.

Section 260B requires that advance notice be provided to ASIC.

In this case, the company will immediately after the acquisition, be is a subsidiary of the Company, therefore:

- a) approval is required by a special resolution passed at a general meeting
- b) a resolution agreed to, at the general meeting, by all ordinary shareholders

RPM has executed an agreement to purchase 100% of the shares of Citic Autoparts Pty Ltd to be renamed RPM Autoparts Pty Ltd.

RPM has entered into a Facility Agreement with Octet Finance Pty Ltd.

The facility will be used by the Company to assist with the acquisition strategies of the Company.

The entry by RPM Autoparts Pty Ltd into the Facility Agreement and the provision of security and guarantee may conceivably constitute the giving of financial assistance in connection with the Facility Agreement within the meaning of the Corporations Act.

Pursuant to Section 260B of the Corporations Act, it is proposed that the giving by RPM Autoparts Pty Ltd of financial assistance be approved by:

- a) a resolution agreed to, at the general meeting, by all ordinary shareholders
- b) the Financial Assistance Resolution pursuant to Section 260B(2) of the Corporations Act

The effects of passing the above resolutions are unlikely to have any adverse effect on the Company.

The advantages are to enable the Company to obtain the benefit of financial accommodation by the Lender. As explained above, the facility will be used by the Company to assist with the funding of its acquisition strategy. The benefits of passing these resolutions, will be to give RPM the ability to expand its operations.

As required by Section 260B(5) of the Corporations Act, copies of the Notice and this Explanatory Statement have been lodged with ASIC with the 14-day notice period understood.

Recommendation

The Board of Directors recommend that Shareholders vote in favour of the Financial Assistance Resolution to approve the (possible) giving of financial assistance.



Lawrence Jaffe

RPM Automotive Group Limited

30 September 2020
RPM Automotive Group Limited
6-18 Antonella Court
Dandenong South
Vic 3175
ABN: 34 002527 906

Dear Clive Finkelstein

I, Lawrence Jaffe, request the company to convene a general meeting of the company at the next AGM after the service of this notice to consider and, if thought fit, pass the resolution that Walker Wayland Accountants be removed as auditor of the company.

Yours faithfully


Lawrence Jaffe

PROXY FORM

I/We (full name)

of _____
being a member(s) of RPM Automotive Group Limited, hereby appoint as my/our proxy

of _____
or, failing him/her the Chairperson of the Meeting to attend and vote for me/us at the general meeting of the Company to be held at 11.00am (AEDST) on Monday, 16 November 2020 and at an adjournment thereof in respect of _____% of my/our shares or, failing any number being specified, ALL of my/our shares in the Company.

RESOLUTIONS

	FOR	AGAINST	ABSTAIN
1 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Re-election of Director – L Jaffe	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Election of Director – G Carman	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Election of Director – W Liu	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 Election of Director – A Goodman	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6 Ratification of a previous placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7 Cancellation of shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8 Approval of the issue of shares in lieu of Director fees-G Carman	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9 Approval of the issue of shares in lieu of Director fees- A Goodman	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10 Removal of auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11 Appointment of auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12 Approval of Financial Assistance	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Where permitted, the Chairman intends to vote all undirected proxies in favour of all resolutions.

If the member is an individual or joint holder:

Usual Signature

Usual Signature

Dated this _____ day of _____ 2020.

If the member is a Company:

Signed in accordance with the
Constitution of the company
in the presence of:

Director/Sole Director

Director/Secretary

Sole Director and Sole Secretary

Dated this _____ day of _____ 2020.

INSTRUCTIONS FOR COMPLETING PROXY FORM

1. A member entitled to attend and vote is entitled to appoint not more than two proxies.
2. Where more than one proxy is appointed and that appointment does not specify the proportion or number of the member's votes, each proxy may exercise half of the votes.
3. A proxy need not be a member of the Company.
4. A proxy is not entitled to vote unless the instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed is either deposited at the registered office of the Company (refer below) or sent by facsimile to that office on Fax: 03 9794 5920 to be received not less than 48 hours prior to the time of the Meeting.
5. Signing Instructions

Individual: where the holding is one name, the Shareholder must sign.

Joint Holding: where the holding is in more than one name, all of the Shareholders must sign.

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 may sign alone. Otherwise this form must be signed by a Director jointly with either another Director or Company Secretary. Please indicate the office held in the appropriate place.

If a representative of the corporation is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be lodged with the Company before the meeting or at the registration desk on the day of the meeting.

6. Important for Resolution1:

If the Chair of the Meeting or any member of the Key Management Personnel of the Company or a Closely Related Party of a member of the Key Management Personnel of the Company is your proxy and you have not directed the proxy how to vote on Resolution 1, the proxy will be prevented from casting your votes on Resolution 1. If the Chair, another member of the Key Management Personnel of the Company or Closely Related Party of a member of the Key Management Personnel is your proxy, in order for your votes to be counted on Resolution 1, you must direct your proxy how to vote on Resolution 1.

LODGING YOUR PROXY FORM

To be valid, your proxy form (and any power of attorney under which it is signed) must be received at the address given below no later than 11.00am (AEDST) on 14 November 2020. Any proxy form received after that time will not be valid for the scheduled meeting.

In person: RPM Automotive Group Limited
6-18 Antonella Court
Dandenong South
Victoria 3175

By mail: RPM Automotive Group Limited
6-18 Antonella Court
Dandenong South
Victoria 3175

By fax: (03) 9794 5920