

## **Notice of Extraordinary General Meeting & Explanatory Statement**

**99 Technology Limited ARBN 164 764 729**

**To be held at:** Investorlink Securities Limited, Level 26, 56 Pitt Street NSW 2000

**To be held on:** 24 May 2021

**Commencing:** 10:30am (Sydney time) / 8:30am (Hong Kong time)

This Notice of Extraordinary General Meeting and Explanatory Statement should be read in their entirety.

If shareholders / CDI holders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional adviser prior to voting.

## Letter from the Chairman

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Dear Shareholders / CDI holders,

We are pleased to invite you to the Extraordinary General Meeting of 99 Technology Limited (**Company**).

This Extraordinary General Meeting seeks the approval of Shareholders for the name of the Company to be changed from 99 Technology Limited to 99 Loyalty Limited.

The Directors consider that the Resolution presented for Shareholder approval is in the best interests of Shareholders and CDI holders. Accordingly, all of the Directors recommend that you vote in favour of adopting that Resolution.

With respect to the Extraordinary General Meeting, this booklet contains the following:

- the notice of meeting for the Extraordinary General Meeting which contains information about the business to be conducted at the Extraordinary General Meeting, including the Resolution to be put to the Extraordinary General Meeting (see Part B);
- information explaining the business to be conducted at the Extraordinary General Meeting (see the Explanatory Statement at Part C); and
- information on how to vote on the Resolution to be passed at the Extraordinary General Meeting (see Part B).

Please read the whole of this booklet carefully as it provides important information on the Extraordinary General Meeting, items of business and the Resolution that you, as a Shareholder, are being asked to vote on.

By order of the Board

Dated: 30 April 2021



Ross Benson  
**Chairman**  
**99 Technology Limited**

## Important dates

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Despatch of this Notice of Extraordinary General Meeting	30 April 2021
Deadline for lodgement of CDI Voting Instruction Form for the Extraordinary General Meeting	10:30am (Sydney time) / 8:30am (Hong Kong time) on 21 May 2021
Deadline for lodgement of proxy forms for the Extraordinary General Meeting	10:30am (Sydney time) / 8:30am (Hong Kong time) on 22 May 2021
Extraordinary General Meeting	10:30am (Sydney time) / 8:30am (Hong Kong time) on 24 May 2021

\*Dates are indicative only and subject to change.

## Part A – Glossary

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<b>\$</b>	Australian dollars.
<b>ASIC</b>	The Australian Securities & Investments Commission.
<b>ASX</b>	The Australian Securities Exchange operated by ASX Limited.
<b>ASX Listing Rules</b>	The listing rules of the ASX.
<b>Board</b>	The board of directors of the Company.
<b>CDI Holders</b>	The holders of all CDIs issued in the Company and <b>CDI Holder</b> means any one of them.
<b>CDIs</b>	All of the CHESS Depository Interests on issue in the share capital of the Company and <b>CDI</b> means any one of them.
<b>Company</b>	99 Technology Limited ARBN 164 764 729.
<b>Corporations Act</b>	The <i>Corporations Act 2001</i> (Commonwealth) for the time being in force together with the regulations of the Corporations Act.
<b>Directors</b>	The directors of the Company.
<b>Explanatory Statement</b>	The explanatory statement accompanying the Notice of Extraordinary General Meeting and contained in Part C.
<b>Extraordinary General Meeting</b>	The extraordinary general meeting of Shareholders.
<b>Glossary</b>	The glossary contained in Part A to this booklet.
<b>Notice of Extraordinary General Meeting</b>	The notice of the Extraordinary General Meeting accompanying the Explanatory Statement for the Extraordinary General Meeting and contained in Part B.
<b>Part</b>	A part of this booklet.
<b>Proxy Form</b>	The proxy form accompanying this booklet.
<b>Resolution</b>	The resolution contained in the Notice of Extraordinary General Meeting.
<b>Shareholders</b>	The holders of all shares issued in the Company and <b>Shareholder</b> means any one of them.
<b>Shares</b>	All of the shares on issue in the share capital of the Company and <b>Share</b> means any one of them.

## Part B – Notice of Extraordinary General Meeting

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### Time and place

Notice is hereby given that the Extraordinary General Meeting of the Company will be held as follows:

- Held at: Investorlink Securities Limited, Level 26, 56 Pitt Street NSW 2000.
- Commencing at: 10:30am (Sydney time) / 8:30am (Hong Kong time) on 24 May 2021

### Explanatory Statement

The Explanatory Statement which accompanies and forms part of this Notice of Extraordinary General Meeting describes the matters to be considered at the Extraordinary General Meeting.

### Defined terms

Defined terms used in this Notice of Extraordinary General Meeting have the meanings given to them in the Glossary accompanying this Notice of Extraordinary General Meeting at Part A.

## SPECIAL BUSINESS

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### Resolution – Approval for change of Company name

That the following resolution be approved as a **special resolution**:

*"That, subject to and conditional upon the approval of the Registrar in Hong Kong being obtained and for the purposes of section 107 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) the English name of the Company be changed from "99 Technology Limited" to "99 Loyalty Limited" (the "**Change of Company Name**") and that any one or more of the directors of the Company be and is/are authorised to do all such acts, ends and things and execute all such documents as he/she/they consider necessary, or desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the Change of Company Name and to attend to any necessary registration and/or filings for and on behalf of the Company."*

#### Short explanation

This Resolution is required under section 107 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) to approve the change in the name of the Company.

## VOTING

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### Voting entitlements

The Directors have determined that the shareholding of each shareholder for the purposes of ascertaining the voting entitlements for the Extraordinary General Meeting and CDI holding of CDI holders will be taken to be held by the persons who are registered as CDI holders at 7:00pm (Sydney, Australia Time), 5:00pm (Hong Kong Time) on 22 May 2021. Accordingly transfers registered after that time will be disregarded in determining members entitled to attend and vote at the Extraordinary General Meeting.

### Proxy voting by holders of Shares

Shareholders who are unable to attend the Extraordinary General Meeting are requested to complete, sign, date and return the Proxy Form.

A Proxy Form will not be valid unless it is deposited by mail or fax at the office of the Company, 27/F, Alexandra House, 18 Chater Road, Central, Hong Kong or fax number (852) 2803 3608 by no later than 10:30am (Sydney time) / 8:30am (Hong Kong time) on, 22 May 2021. Any Proxy Form received after that time will be invalid.

### **Direct voting by holders of CDIs**

Holders of CDIs are invited to attend the Extraordinary General Meeting.

CDI holders may complete, sign and return the enclosed CDI Voting Instructions Form to Automic, at GPO Box 5193, Sydney, NSW, 2001 Australia. in order to direct CHESS Depositary Nominees Pty Ltd. (**CDN**) to vote the relevant underlying Ordinary Shares on his or her behalf or may instruct CDN to appoint such CDI holder or his or her nominees as proxy to vote the Ordinary Shares underlying the CDIs in person at the meeting. In either case, the CDI voting Instruction Form needs to be received at the address shown on the Form before the time fixed for the Meeting or an adjustment thereof, being no later than 10:30am (Sydney Time) / 8:30am (Hong Kong time) on 21 May 2021.

Any CDI Voting Instruction Form received after that time will be invalid.

## **Part C – Explanatory Statement**

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This Explanatory Statement forms part of the Notice of Extraordinary General Meeting convening the Extraordinary General Meeting of Shareholders of the Company to be held at Investorlink Securities Limited, Level 26, 56 Pitt Street NSW 2000 commencing at 10:30am (Sydney time) / 8:30am (Hong Kong time) on 24 May 2021.

This Explanatory Statement is to be read in conjunction with the Notice of Extraordinary General Meeting.

The purpose of this Explanatory Statement is to provide information which the Directors believe is material to Shareholders and CDI holders in deciding whether or not to pass the Resolution to be put forward in the Extraordinary General Meeting.

The Directors recommend Shareholders read the Notice of Extraordinary General Meeting and this Explanatory Statement in full before making any decisions relating to the Resolution contained in the Notice of Extraordinary General Meeting.

### **1. Resolution – Change of Company name**

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#### **1.1 Purpose of Resolution**

This resolution seeks the approval from Shareholders and CDI holders for the change of name of the Company to "99 Loyalty Limited".

The Board proposes to change its name to "99 Loyalty Limited" to better reflect the business of the Company.

Following the approval of the change of name, it is proposed that the ASX market announcement code will change to '99L'.

#### **1.2 Regulatory requirements**

Section 107 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) requires the members to pass a special resolution to change a company's name. Accordingly this resolution seeks approval for the Company to change its name to "99 Loyalty Limited".

#### **1.3 When does the resolution take effect?**

If the resolution is passed, the change of name will take effect from the date when the Hong Kong Registrar of Companies issues the certificate of change of name.

#### **1.4 Voting requirements**

This resolution is a special resolution and so requires the approval of at least 75% of the votes cast by Shareholders and CDI holders.