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**AUMAKE LIMITED**  
**ACN 150 110 017**  
**NOTICE OF ANNUAL GENERAL MEETING**

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Notice is given that the Meeting will be held at:

**TIME:** 12:00pm (AEDT)

**DATE:** Monday 22 November 2021

**PLACE:** As a Virtual Meeting:

[https://web.lumiagm.com/ 356-724-314](https://web.lumiagm.com/356-724-314)

***The business of the Meeting affects your shareholding and your vote is important.***

***This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.***

***The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 12:00pm (AEDT) on 20 November 2021.***

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## VENUE AND VOTING INFORMATION

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The Annual General Meeting of the Shareholders to which this Notice of Meeting relates will be held at 1:00 pm (AEDT) on Monday 22 November 2021 as a **virtual meeting**.

Shareholders will be able to attend and participate in the Virtual Meeting (which will be broadcast as a live webinar):

- (a) From their computer, by entering the URL into their browser: **<https://web.lumiagm.com/356-724-314>**
- (b) From their mobile device by entering the URL in their browser: **<https://web.lumiagm.com/356-724-314>**

Shareholders will be able to vote and ask questions at the virtual meeting. Shareholders are also encouraged to submit questions in advance of the Meeting to the Company. Questions must be submitted in writing to Lisa Wynne, Company Secretary at [lisa@siliconsulting.com.au](mailto:lisa@siliconsulting.com.au) at least 5 business days before the Meeting.

### Your vote is important

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The business of the Annual General Meeting affects your shareholding and your vote is important.

### Voting virtually at the Meeting

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A shareholder entitled to attend and vote at the Meeting may vote by:

- (a) attending the Meeting virtually; or
- (b) appointing a proxy, attorney or in the case of a corporate shareholder, a corporate representative, to vote at this Meeting on their behalf.

### Online voting procedures during the Meeting

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If you choose to participate in the Meeting online or through the app, you can log in to the Meeting by entering:

1. The Meeting ID, which is 356-724-314.
2. Your username, which is your HIN or SRN (located on any recent statement or documentation).
3. Your password, which is the postcode registered to your holding if you are an Australian shareholder. Overseas shareholders should refer to the user guide for their password details.
4. If you have been nominated as a third party proxy, please contact Computershare Investor Services on +61 3 9415 4024.

Attending the Meeting online enables shareholders to view the Meeting live and to also ask questions and cast direct votes at the appropriate times whilst the Meeting is in progress.

More information regarding participating in the Meeting online can be found in the Online Meeting User Guide which has been attached to this Notice of Meeting.

### Voting by proxy

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To vote by proxy, please use one of the following methods:

<b>Online</b>	Lodge the Proxy Form online at <a href="http://www.investorvote.com.au">www.investorvote.com.au</a> and follow the prompts. To use the online lodgement facility, Shareholders will need their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) and the control number as shown on the front of the Proxy Form.
<b>By mobile</b>	Scan the QR Code on your Proxy Form and follow the prompts.
<b>By facsimile</b>	1800 783 447 (within Australia) or +61 3 9473 2555 (outside Australia)
<b>By post</b>	Computershare Investor Services Pty Ltd, GPO Box 242, Melbourne Victoria 3001

Your Proxy instruction must be received not later than 48 hours before the commencement of the Meeting. **Proxy Forms received later than this time will be invalid.**

### **Power of Attorney**

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If the proxy form is signed under a power of attorney on behalf of a shareholder, then the attorney must make sure that either the original power of attorney or a certified copy is sent with the proxy form, unless the power of attorney has already provided it to the Share Registry.

### **Corporate Representatives**

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If a representative of a corporate shareholder or a corporate proxy will be attending the Meeting, the representative should provide the Share Registry with adequate evidence of their appointment, unless this has previously been provided to the Share Registry.

### **Asking Questions**

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We encourage you to submit questions in advance of the Meeting on any matter that may be relevant to the Meeting. You can do this by logging onto [www.investorcentre.com](http://www.investorcentre.com), select 'Voting' then click 'Ask a Question', or alternatively by sending your question to the Company Secretary by email to [lisa@siliconsulting.com.au](mailto:lisa@siliconsulting.com.au).

To allow time to collate questions and prepare answers, you must submit any questions at least 5 days before the Meeting.

Questions will be collated and, during the Meeting, the Chair of the Meeting will seek to address as many of the more frequently raised topics as possible. However, there may not be sufficient time available at the Meeting to address all topics raised. Please note that individual responses will not be sent to shareholders.

Shareholders and proxy holders will also have the ability to listen to the discussion at the Meeting and ask questions during the Meeting via the online meeting platform.

### **Technical difficulties**

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Technical difficulties may arise during the course of the General Meeting. The Chair has discretion as to whether and how the Meeting should proceed in the event that a technical difficulty arises. In exercising his discretion, the Chair will have regard to the number of Shareholders impacted and the extent to which participation in the business of the Meeting is affected. Where he considers it appropriate, the Chair may continue to hold the Meeting and transact business, including conducting a poll and voting in accordance with valid proxy instructions. For this reason, Shareholders are encouraged to lodge a proxy not later than 48 hours before the commencement of the Meeting.

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## **BUSINESS OF THE MEETING**

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### **AGENDA**

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#### **1. ORDINARY BUSINESS**

##### **Financial statements and reports**

*“To receive and to consider the Annual Financial Report of the Company for the financial year ended 30 June 2021 together with the declaration of the Directors, the Directors’ Report, the Remuneration Report and the Auditor’s Report for that financial year.”*

Note: This item of ordinary business is for discussion only and is not a resolution.

Pursuant to the Corporations Act, Shareholders will be given a reasonable opportunity at the Meeting to ask questions about, or make comments in relation to, each of the aforementioned reports during consideration of these items.

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#### **2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT**

To consider and, if thought fit, to pass 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, approval is given for the adoption of the Remuneration Report as contained in the Company’s Annual Financial Report for the financial year ended 30 June 2021.”*

**Note: The vote on this Resolution is advisory only and does not bind the Directors or the Company.**

A voting prohibition statement applies to this Resolution. Please see below.

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#### **3. RESOLUTION 2 – RE-ELECTION OF KEONG CHAN AS DIRECTOR**

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

*“That Mr Keong Chan, a Director who retires by rotation in accordance with the Company’s Constitution, and being eligible offers himself for re-election as a Director of the Company, effective immediately.”*

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#### **4. RESOLUTION 3 – ELECTION OF IAN THUBRON**

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

*“That Mr Ian Thubron, a Director appointed as an additional Director and holding office until the next annual general meeting of the Company after his appointment in accordance with the Company’s Constitution and ASX Listing Rule 14.4, retires and being eligible, is be elected as a Director of the Company, effective immediately.”*

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**5. RESOLUTION 4 – ASX LISTING RULE 7.1A (ADDITIONAL 10% CAPACITY) APPROVAL OF FUTURE ISSUE OF SECURITIES**

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

*“That, for the purposes of ASX Listing Rule 7.1A and for all other purposes, the Shareholders approve the issue of Equity Securities up to 10% of the issued capital of the Company (at the time of issue) calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”*

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**6. RESOLUTION 5 – RATIFICATION OF PRIOR ISSUE OF PLACEMENT SHARES - LISTING RULE 7.1**

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

*“That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 20,000,000 Shares to Bluestone Fund Management Pty Ltd in consideration for and on the terms and conditions set out in the Explanatory Statement.”*

A voting exclusion statement applies to this Resolution. Please see below.

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**7. RESOLUTION 6 – CHANGE OF AUDITORS**

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

*“That, for the purposes of Section 327B of the Corporations Act and for all other purposes, provided that ASIC has provided its consent for the current auditor to resign as auditor of the Company as at the date of the Meeting, to appoint Rothsay Audit & Assurance Pty Ltd having consented in writing and being duly nominated in accordance with Section 328B(1) of the Corporations Act 2001, as Auditor of the Company with effect from the close of the Meeting.”*

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**8. RESOLUTION 7 – APPROVAL OF ISSUE OF OPTIONS TO IAN THUBRON, DIRECTOR OF THE COMPANY**

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

*“That, subject to the passing of Resolution 7, for the purposes of ASX Listing Rule 10.11 and for all other purposes, the Shareholders of the Company approve the issue and allotment of 3,000,000 Options to Ian Thubron, a Director of the Company, and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”*

A voting exclusion statement and voting prohibition statement applies to this Resolution. Please see below.

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**By Order of the Board**

21 October 2021

**Lisa Wynne**  
**Company Secretary**

## Voting Exclusion Statements

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In accordance with Listing Rule 14.11, the Company will disregard any votes cast in favour of the Resolutions set out below by or on behalf of the following parties:

<b>Resolution 5 – Ratification of the prior Issue of Shares – Listing Rule 7.1</b>	A person who participated in the issue or is a counterparty to the agreement being approved namely, Bluestone Fund Management Pty Ltd or an associate of that person or those persons.
<b>Resolution 7– Approval of Issue of Options to Ian Thubron, Director of the Company</b>	Ian Thubron (or their nominee) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate that person or persons.

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

- (a) a person as a proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the 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.

## Voting Prohibition Statement

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In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on Resolution 1 if:

- (a) the proxy is either:
  - (i) a member of the Company's Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or
  - (ii) a closely related party of such a member.

However, a person (the voter) described above may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either:

- (a) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or
- (b) the voter is the Chair and the appointment of the Chair as proxy:
  - (i) does not specify the way the proxy is to vote on this Resolution; and
  - (ii) expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Company's Key Management Personnel.

## Voting Prohibition Statement

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In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on Resolution 7 if:

- (a) the proxy is either:
  - (i) a member of the Company's Key Management Personnel; or
  - (ii) a closely related party of a member of the Company's Key Management Personnel; and
- (b) the appointment does not specify the way the proxy is to vote on the resolution.

However, the above prohibition does not apply if:

- (a) the proxy is the Chair of the Meeting; and

- (b) the appointment expressly authorises the Chair to exercise the proxy even if the Resolution is connected directly or indirectly with remuneration of a member of the Company's Key Management Personnel.

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## EXPLANATORY STATEMENT

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This Explanatory Statement has been prepared for the information of the Shareholders in connection with the business to be conducted at the Annual General Meeting to be held at 1:00pm (AEDT) on Monday, 22 November 2021 as a **virtual meeting**.

The purpose of this Explanatory Statement is to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions in the Notice of Meeting.

If you are in any doubt about what to do in relation to the Resolutions contemplated in the Notice of Meeting and this Explanatory Statement, it is recommended that you seek advice from an accountant, solicitor or other professional advisor.

Full details of the business to be considered at the Annual General Meeting are set out below.

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## AGENDA

### 1. ORDINARY BUSINESS

#### Financial statements and reports

In accordance with the Constitution and the Corporations Act, the business of the Annual General Meeting will include receipt and consideration of the Annual Financial Report of the Company for the financial year ended 30 June 2021 together with the declaration of the Directors, the Directors' Report, the Remuneration Report and the Auditor's Report.

In accordance with the amendments to the Corporations Act, the Company is no longer required to provide a hard copy of the Company's Annual Financial Report to Shareholders unless a Shareholder has specifically elected to receive a printed copy.

Whilst the Company will not provide a hard copy of the Company's Annual Financial Report unless specifically requested to do so, Shareholders may view the Company Annual Financial Report on its website at <https://aumake.com.au/>.

No resolution is required for this item, but Shareholders will be given the opportunity to ask questions and to make comments on the management and performance of the Company.

The Company's auditor will be present at the Meeting. During the discussion of this item, the auditor will be available to answer questions on the:

- (a) Conduct of the audit;
- (b) Preparation and content of the Auditor's Report;
- (c) Accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- (d) Independence of the auditor in relation to the conduct of the audit.

Written questions of the auditor

If you would like to submit a written question about the content of the Auditor's Report or the conduct of the audit of the Annual Financial Report of the Company's auditor, please send your question to the Company Secretary. A list of qualifying questions will be made available at the Meeting.

Please note that all written questions must be received at least five business days



before the Meeting, which is by 5:00pm on 15 November 2021.

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## **2. RESOLUTION 1 - ADOPTION OF REMUNERATION REPORT**

### **2.1 General**

The Corporations Act requires that at a listed company's annual general meeting, a resolution that the remuneration report be adopted must be put to the shareholders. However, such a resolution is advisory only and does not bind the company or the directors of the company.

The remuneration report sets out the company's remuneration arrangements for the directors and senior management of the company. The remuneration report is part of the directors' report contained in the annual financial report of the company for a financial year.

The chair of the meeting must allow a reasonable opportunity for its shareholders to ask questions about or make comments on the remuneration report at the annual general meeting.

### **2.2 Voting consequences**

A company is required to put to its shareholders a resolution proposing the calling of another meeting of shareholders to consider the appointment of directors of the company (**Spill Resolution**) if, at consecutive annual general meetings, at least 25% of the votes cast on a remuneration report resolution are voted against adoption of the remuneration report and at the first of those annual general meetings a Spill Resolution was not put to vote. If required, the Spill Resolution must be put to vote at the second of those annual general meetings.

If more than 50% of votes cast are in favour of the Spill Resolution, the company must convene a shareholder meeting (**Spill Meeting**) within 90 days of the second annual general meeting.

All of the directors of the company who were in office when the directors' report (as included in the company's annual financial report for the most recent financial year) was approved, other than the managing director of the company, will cease to hold office immediately before the end of the Spill Meeting but may stand for re-election at the Spill Meeting. Following the Spill Meeting those persons whose election or re-election as directors of the company is approved will be the directors of the company.

### **2.3 Previous voting results**

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.

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## **3. RESOLUTION 2 - RE-ELECTION OF KEONG CHAN AS DIRECTOR**

### **3.1 General**

Clause 14.2 of the Company's Constitution requires that at the Company's annual general meeting in every year, one-third of the Directors for the time being, or if their number is not a multiple of 3 then the number nearest one-third (rounded upwards in case of doubt), shall retire from office, provided always that no Director except a Managing Director shall hold office for a period in excess of 3

years, or until the third annual general meeting following their appointment, whichever is the longer, without submitting himself for re-election. The Directors to retire at an annual general meeting are those who have been longest in office since their last election. A retiring Director is eligible for re-election.

### **3.2 Keong Chan – Executive Chairman**

Keong Chan was appointed as a Director of the Company on 29 September 2017 and was last re-elected as a Director of the Company at the 2020 AGM.

Under this Resolution, Keong has elected to retire by rotation in accordance with clause 14.2 of the Company's Constitution, and being eligible, seeks re-election as a Director of the Company at this AGM.

Keong spent his early career working with Big 4 accounting firms in Canberra, Sydney and Perth and has significant corporate experience in capital raising, initial public offerings, mergers and acquisitions, takeovers and divestments. Keong has also been a director on the Board of a number of ASX listed companies and has accumulated a vast network of relationships across a number of industries, bringing these connections and his expertise to his role as Executive Chairman of AuMake.

Keong is also a member of the Audit Committee and the Risk Committee.

### **3.2 Independence**

If re-elected the Board does not consider Mr Chan will be an independent Director.

### **3.3 Directors' recommendation**

The Board has reviewed Mr Chan's performance since his appointment to the Board and considers that Mr Chan's skills and experience will continue to enhance the Board's ability to perform its role. The Directors (excluding Mr Chan) recommend that Shareholders vote for this Resolution.

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## **4. RESOLUTION 3 – ELECTION OF IAN THUBRON**

### **4.1 General**

The Company's Constitution requires that any Director appointed in addition to the existing Directors will hold office until the next annual general meeting and is then eligible for re-election.

ASX Listing Rule 14.4 also provides that each additional director appointed during the year is to hold office until the next annual general meeting and is then eligible for election as a Director of the Company.

### **4.2 Ian Thubron – Non-Executive Director**

Ian Thubron was appointed as an additional Director of the Company on 8 September 2021 and has since served as a Director of the Company.

Under this Resolution, Ian Thubron, will retire and being eligible, seeks election as a Director of the Company at this AGM.

Mr Thubron is a 30-year veteran of the marketing and communication industry and has worked with some of the world's most admired brands, especially in the Chinese market. He is currently a non-executive director of Good Samaritan Enterprises, Amana Living, Integrated Marketing Technology, and Chairs the Blue Tree Project. He previously held non-executive roles on the Boards of Tourism

Western Australia and D'Orsogna. Mr Thubron does not currently hold any other material directorships.

From 1991 to 2014 Mr Thubron was based in Hong Kong, Singapore, and Shanghai and in 2004 became Executive Vice President of TBWA, Asia Pacific and President of TBWA, Greater China, playing an integral role in the growth of one of the world's largest marketing and advertising companies. He started his career in corporate finance at JP Morgan in New York.

Mr Thubron graduated from the Australian Institute of Company Directors in 2015 and holds a Masters in Arts from Cambridge University. Mr Thubron resides in Perth, Western Australia.

#### **4.3 Independence**

If elected the Board considers Mr Thubron will be an independent Director.

#### **4.4 Other material information**

The Company conducts appropriate checks on the background and experience of candidates before their appointment to the Board. These include checks as to a person's experience, educational qualifications, character, criminal record and bankruptcy history. The Company undertook such checks prior to the appointment of Mr Thubron.

Mr Thubron has confirmed that he considers he will have sufficient time to fulfil his responsibilities as a Non-Executive Director of the Company and does not consider that any other commitment will interfere with his availability to perform his duties as a Non-Executive Director of the Company.

#### **4.5 Directors' recommendation**

The Board has reviewed Mr Thubron's performance since his appointment to the Board and considers that Mr Thubron's skills and experience will continue to enhance the Board's ability to perform its role. The Directors (excluding Mr Thubron) recommend that Shareholders vote for this Resolution.

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### **5. RESOLUTION 4 – ASX LISTING RULE 7.1A (ADDITIONAL 10% CAPACITY) APPROVAL OF FUTURE ISSUE OF SECURITIES**

#### **5.1 General**

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of Equity Securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary securities it had on issue at the start of that period.

Under Listing Rule 7.1A, however, an eligible entity can seek approval from its members, by way of a special resolution passed at its annual general meeting, to add an additional 10% capacity.

An eligible entity for the purposes of Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation less than the amount prescribed by ASX (currently \$300 million).

As of 29 September 2021, based on a closing share price of \$0.024, the Company has a market capitalisation of approximately \$14,555,032, million and therefore is

an eligible entity. If at the time of the Meeting the Company is no longer an eligible entity this Resolution will be withdrawn.

This Resolution seeks Shareholder approval by way of a special resolution for the Company to have the additional 10% capacity provided for in Listing Rule 7.1A to issue Equity Securities without Shareholder approval.

If this Resolution is passed, the Company will be able to issue Equity Securities up to the combined 25% limit in Listing Rules 7.1 and 7.1A without any further Shareholder approval.

If this Resolution is not passed, the Company will not be able to access the additional 10% capacity to issue Equity Securities without Shareholder approval provided for in Listing Rule 7.1A and will remain subject to the 15% limit on issuing Equity Securities without Shareholder approval set out in Listing Rule 7.1.

## **5.2 Information Required by ASX Listing Rule 7.1A**

The following information is provided to Shareholder for the purposes of Listing Rule 7.3A.

### Period for which the approval will be valid

An approval under this Listing Rule 7.1A commences on the date of the annual general meeting at which the approval is obtained and expires on the first to occur of the following:

- (a) the date which is 12 months after the date of the annual general meeting at which the approval is obtained;
- (b) the time and date of the entity's next annual general meeting; and
- (c) the time and date on which Shareholders approve a transaction under Listing Rule 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking).

### Minimum price at which the Equity Securities may be issued under Listing Rule 7.1A

Any Equity Securities issued under Listing Rule 7.1A.2 must be an existing quoted class of the Company's Equity Securities and issued for cash consideration.

The issue price per equity security must not be less than 75% of the volume weighted average market price of the Equity Securities in that class, calculated over 15 trading days on which trades in that class were recorded immediately before:

- (a) the date on which the price at the Equity Securities are to be issued is agreed by the Company and the recipient of the Equity Securities; and
- (b) if the Equity Securities are not issued within 10 trading days of the date in paragraph (a), the date on which the Equity Securities are issued.

### Purposes for which the funds raised by an issue of Equity Securities under Listing Rule 7.1A may be used

As noted above, any Equity Securities issued under Listing Rule 7.1A.2 must be issued for cash consideration. Accordingly, every issue of Equity Securities under Listing Rule 7.1A.2 will have an accompanying proposed use of funds at the time of issue.

As at the date of this Notice, the Company has not formed an intention to offer any Equity Securities under Listing Rule 7.1A during the Listing Rule 7.1A mandate period, if Shareholders approve this Resolution. However, if Shareholders approved this Resolution and the Company did raise funds from the issue of Equity Securities under Listing Rule 7.1A, based on the Company's existing plans, the Company considers that the funds may be used for the following purposes:

- (a) to further develop the Company's business;
- (b) for general corporate purposes, including working capital requirements.

Risk of economic and voting dilution to existing ordinary Securityholders

If this Resolution is approved, and the Company issues Equity Securities under Listing Rule 7.1A, the existing Shareholders' economic and voting power in the Company will be diluted.

There is a risk that:

- (a) the market price for the Company's Equity Securities in that class may be significantly lower on the issue date than on the date of the approval under Listing Rule 7.1A; and
- (b) the Equity Securities may be issued at a price that is at a discount (as described above) to the market price for the Company's Equity Securities on the issue date;

which may have an effect on the amount of funds raised by the issue of Equity Securities under Listing Rule 7.1A.

The table below shows the potential dilution of existing Securityholders on the basis of 3 different assumed issue prices and values for the variable "A" in the formula in rule 7.1A.2:

Number of Shares on Issue (Variable A in Listing Rule 7.1A.2)		Shares issued – 10% voting dilution	Dilution		
			Issue Price		
			\$0.014	\$0.027	\$0.041
			50% decrease	Issue Price	50% increase
		Funds Raised			
<b>Current</b>	626,459,674	62,645,967	\$845,721	\$1,691,441	\$2,537,162
<b>50% increase</b>	939,689,511	93,968,951	\$1,268,581	\$2,537,162	\$3,805,743
<b>100% increase</b>	1,252,919,348	125,291,935	\$1,691,441	\$3,382,882	\$5,074,323

\*The number of Shares on issue (Variable A in the formula) could increase as a result of the issue of Shares that do not require Shareholder approval (such as under a pro-rata rights issue or scrip issued under a takeover offer) or that are issued with Shareholder approval under Listing Rule 7.1.

**Notes:**

- (a) Based on the total number of fully paid ordinary Shares on issue as at 5 October 2021.
- (b) Based on the closing price of the Company's Shares on ASX as at 5 October 2021.
- (c) The table assumes that the Company issues the maximum number of Equity Securities

available to be issued under Listing Rule 7.1A mandate.

- (d) The Company has not issued any Equity Securities in the 12 months prior to the Meeting that were not issued under an exception in Listing Rule 7.2 or with approval under Listing Rule 7.1.
- (e) The issue of Equity Securities under the 7.1A Mandate consists only of Shares. It is assumed that no Options are exercised into Shares before the date of issue of the Equity Securities. If the issue of Equity Securities includes quoted Options, it is assumed that those quoted Options are exercised into Shares for the purpose of calculating the voting dilution effect on existing Shareholders.
- (f) The calculations above do not show the dilution that any one particular Shareholder will be subject to. All Shareholders should consider the dilution caused to their own shareholding.
- (g) The table does not show an example of dilution that may be caused to a particular Shareholder by reason of issues of Equity Securities under Listing Rule 7.1A based on that Shareholder's holding at the date of this Explanatory Statement.
- (h) The table shows the effect of an issue of Equity Securities under Listing Rule 7.1A only, not under the Company's 15% placement capacity under Listing Rule 7.1.

#### Allocation policy for issues under Listing Rule 7.1A

The Company's allocation policy and the identity of the allottees of Equity Securities under Listing Rule 7.1A will depend on a number of factors, including:

- (a) the Company's intentions in relation to the possible issue of Equity Securities (for cash consideration) during the Listing Rule 7.1A mandate period;
- (b) the structure and timeframe of the capital raising opportunities available to the Company and any alternative methods for raising funds that are available to the Company (such as a pro rata offer or an offer under a share purchase plan);
- (c) the potential effect on the control of the Company;
- (d) the Company's financial position and the likely future capital requirements; and
- (e) advice from the Company's corporate or financial advisors.

Based on the Company's historical cashflow reports and capital raising activities in the past 12 months, the Company considers that it may raise funds during the Listing Rule 7.1A mandate period, although this cannot be guaranteed. As of the date of this Notice, no specific intention to issue Equity Securities in relation to any parties, investors or existing Securityholders have been formed. In addition, no intentions have been formed in relation to the possible number of issues, or the time frame in which the issues could be made. Subject to the requirements of the Listing Rules and the Corporations Act, the Board of Directors reserve the right to determine at the time of any issue of Equity Securities under Listing Rule 7.1A, the allocation policy that the Company will adopt for that issue.

If and when the determination is made to proceed with an issue of Equity Securities during the Listing Rule 7.1A mandate period, details regarding the allottees and purposes of issue will be disclosed pursuant to the Company's obligations under Listing Rules 3.10.3 and 7.1A.4.

Offers made under Listing Rule 7.1A may be made to parties (excluding any related parties) including professional and sophisticated investors, existing Shareholders of the Company, clients of Australian Financial Service Licence

holders and/or their nominees, or any other person to whom the Company is able to make an offer of Equity Securities.

Issue or agreement to issue Equity Securities under Listing Rule 7.1A in the 12 months prior to AGM

The Company obtained shareholder approval under Listing Rule 7.1A at the 2020 AGM. However, the Company has not issued or agreed to issue Equity Securities under Listing Rule 7.1A.2 in the 12 months preceding the AGM.

This Resolution is a Special Resolution. For a Special Resolution to be passed, at least 75% of the votes validly cast on the resolution by Shareholders (by number of ordinary shares) must be in favour of this Resolution.

As at the date of this Notice, the Company is not proposing to make an issue of Equity Securities under Listing Rule 7.1A. Accordingly, a voting exclusion statement is not included in this Notice.

### **5.3 Directors' recommendation**

The Board of Directors recommend that Shareholders vote for this Resolution.

---

## **6. RESOLUTION 5 – RATIFICATION OF PRIOR ISSUE OF SHARES – LISTING RULE 7.1**

### **6.1 General**

On 4 October 2021 the Company agreed to issue to Bluestone Fund Management Pty Ltd 20,000,000 Shares an issue price of \$0.025 each to raise \$500,000 (**Placement**). The Shares were issued to unrelated sophisticated and professional investors on 6 October 2021 using the Company's existing placement capacity under Listing Rule 7.1.

Resolution 5 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of the Placement Shares issued using its Listing Rule 7.1 capacity

The Company proposes to use the funds raised from the Capital Raising to allow the Company to accelerate its growth strategy and increase its market share of Australian and New Zealand premium brands into the Asian market.

No fees were payable by the Company in relation to the placement.

### **6.2 Listing Rule 7.1**

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of Equity Securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary shares it had on issue at the start of that period.

Under Listing Rule 7.1A, an eligible entity can seek approval from its members, by way of a special resolution passed at its annual general meeting, to increase this 15% limit by an extra 10% to 25%.

The Company obtained approval to increase its limit to 25% at the annual general meeting held on 30 November 2020.

The issue of the Shares, the subject of this Resolution, does not fit within any of the exceptions set out in Listing Rule 7.2 and, as it has not yet been approved by Shareholders, it effectively uses up part of the 15% limit in Listing Rule 7.1, reducing the Company's capacity to issue further Equity Securities without Shareholder

approval under Listing Rule 7.1 for the 12 month period following the date of issue of the Tranche 1 Shares.

### **6.3 Listing Rule 7.4**

Listing Rule 7.4 allows the shareholders of a listed company to approve an issue of Equity Securities after it has been made or agreed to be made. If they do, the issue is taken to have been approved under Listing Rule 7.1 and so does not reduce the company's capacity to issue further Equity Securities without shareholder approval under that rule.

The Company wishes to retain as much flexibility as possible to issue additional Equity Securities in the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1. Accordingly, the Company is seeking Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the Shares.

Resolution 5 seeks Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the Shares under the Placement.

### **6.4 Technical information required by Listing Rule 14.1A**

If Resolution 5 is passed, the Shares will be excluded in calculating the Company's combined 25% limit in Listing Rules 7.1 and 7.1A, effectively increasing the number of Equity Securities the Company can issue without Shareholder approval over the 12 month period following the date of issue of the Shares.

If Resolution 5 is not passed, the Shares will be included in calculating the Company's combined 25% limit in Listing Rules 7.1 and 7.1A, effectively decreasing the number of Equity Securities that the Company can issue without Shareholder approval over the 12 month period following the date of issue of the Shares.

It is noted that the Company's ability to utilise the additional 10% capacity provided for in Listing Rule 7.1A for issues of Equity Securities following this Meeting remains conditional on Resolution 4 being passed at this Meeting.

### **6.5 Technical information required by ASX Listing Rule 7.5**

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to Resolution 5:

- (a) the Shares were issued to unrelated sophisticated and professional investors, who were selected by the Company in conjunction with the Lead Manager;
- (b) None of the subscribers was:
  - (i) a related party of the Company or an associate of any related party of the Company, or a person to whom an issue of Equity Securities requires prior Shareholder approval under Listing Rule 10.11; or
  - (ii) a person whose identity would be considered material in terms of that indicated in ASX Listing Rules Guidance Note 21,
  - (iii) and issued more than 1% of the issued capital of the Company;



- (c) the number of Shares issued was 20,000,000 Shares using the Company's Placement Capacity under Listing Rule 7.1
- (d) the Shares issued were all fully paid ordinary shares in the capital of the Company on the same terms and conditions as existing Shares;
- (e) the Shares were issued on 5 October 2021;
- (f) the issue price of the Shares was \$0.025 each. The Company has not and will not receive any other consideration for the issue of the Shares;
- (g) the purpose of the issue of the Shares was to raise funds which are will be used to allow the Company to accelerate its growth strategy and increase its market share of Australian and New Zealand premium brands into the Asian market; and
- (h) the Shares were issued to applicants under the Placement. The Company entered into agreement in respect of the Placement, which is summarised at Section 6.1.

## **6.6 Directors' recommendation**

The Board of Directors recommend that Shareholders vote for this Resolution.

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## **7. RESOLUTION 6 – CHANGE OF AUDITOR**

**7.1** Following a competitive tender of external audit services, the Board selected Rothsay Audit & Assurance Pty Ltd ("Rothsay") as the proposed new auditor of the Company.

RSM Australia Partners ("RSM"), the Company's current auditor, has advised the Company that it has applied to ASIC for consent to resign as auditor of the Company with effect from the close of the Meeting. The consent of ASIC is required under the Corporations Act for RSM to resign as auditor.

Upon receipt of ASIC's consent to their resignation, RSM has advised that it will submit a notice of resignation to the Company in accordance with section 329(5) of the Corporations Act, such resignation to take effect from the date of the Meeting. If ASIC does not grant its consent to the resignation, RSM will continue to hold office as the Company's auditor.

The Corporations Act requires the Company to obtain the approval of Shareholders for the appointment of Rothsay as auditor of the Company. In accordance with section 328B(1) of the Corporations Act, Jiahua Zhou, a director and shareholder of the Company, has nominated Rothsay for appointment as auditor of the Company. A copy of the nomination is attached to this notice at Annexure A. Rothsay has given its written consent to the appointment in accordance with section 328A(1) of the Corporations Act, subject to Shareholder approval and the resignation of RSM, and as at the date of the Notice, has not withdrawn its consent.

Subject to the consent of ASIC being received and the approval of Shareholders being obtained, the appointment of Rothsay as auditor of the Company will become effective from the close of the Meeting.

## 7.2 Directors' recommendation

The Board recommends that shareholders vote IN FAVOUR of the appointment of Rothsay as auditor of the Company.

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## 8. RESOLUTION 7 - APPROVAL OF ISSUE OF OPTIONS TO A DIRECTOR OF THE COMPANY

This Resolution seeks Shareholder approval to issue and allot 3,000,000 Options to Ian Thubron, Director of the Company (the **Options**).

### 8.1 Terms and Conditions of the Options

The key terms and conditions of the Options, including the vesting conditions, are set out below. For the full terms and conditions of the Options, refer to Schedule 1 of this Notice.

- (a) Exercise Price: The amount payable upon exercise of each Option is Nil;
- (b) Expiry Date: Each Option will expire at 5:00 pm (AEST) on the date which is four (4) years from the date of issue of each Option (**Expiry Date**);
- (c) Exercise Period: Each Option is exercisable at any time from the date which is three (3) years from the date of issue of that Option until the Expiry Date (**Exercise Period**);
- (d) Each Option will vest subject to:
  - (i) the holder being employed by the Company for the period between:
    - (A) the date on which the Option is issued to the holder; and
    - (B) the commencement date of the Exercise Period.

### 8.2 Chapter 2E of the Corporations Act

Chapter 2E of the Corporations Act prohibits the Company from giving a financial benefit to a related party of the Company unless either:

- (a) the giving of the financial benefit falls within one of the exceptions to the provisions; or
- (b) Shareholder approval is obtained prior to the giving of the financial benefit.

The proposed issue of Options under Resolution 7 constitutes the giving of a financial benefit and Ian Thubron is a related party of the Company by virtue of being a Director of the Company.

The Directors (other than Ian Thubron who has a material personal interest in the Resolution) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue of Options, because the agreement to issue the Options, reached as part of the remuneration package for Ian Thubron, is considered reasonable remuneration in the circumstances and was negotiated on an arm's length basis.

In considering the reasonableness of the Options the subject of this resolution, the Directors took into account advice received from an independent remuneration expert completed in respect of the proposed grant of the Options. The

recommendation received from the independent remuneration expert was that the proposed grant of the Options is "reasonable remuneration".

### **8.3 Listing Rule 10.11**

Listing Rule 10.1 provides that unless one of the exceptions in Listing Rule 10.12 applies, a listed company must not issue or agree to issue Equity Securities to any of the following persons without the approval of the holders of its ordinary securities:

- (a) A related party (ASX Listing Rule 10.11.1).
- (b) A person who is, or was at any time in the 6 months before the issue or agreement a substantial holder (30%+) in the entity (ASX Listing Rule 10.11.2).
- (c) A person who is, or was at any time in the 6 months before the issue or agreement, a substantial holder (10%+) in the entity and who has nominated a director to the board of the entity (ASX Listing Rule 10.11.3).
- (d) An associate of a person referred to in rules 10.11.1 to 10.11.3.
- (e) A person who's relationship with the entity or a person referred to in rules 10.11.1 to 10.11.4 is such that, in ASX's opinion, the issue or agreement should be approved by security holders.

As Ian Thubron is a Director of the Company, he is a related party for the purposes of Listing Rule 10.11. The proposed issues fall within Listing Rule 10.11, and therefore require the approval of the Company's Shareholders under Listing Rule 10.11.

To this end, Resolution 7 seeks the required Shareholder approval to issue the Options to the Director under Resolution 7 under and for the purposes of Listing Rule 10.11.

### **8.4 Technical information required by Listing Rule 14.1A**

If Resolution 7 is passed, the Company will be able to proceed with the issue of the Options to Ian Thubron within one month after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules). As approval pursuant to Listing Rule 7.1 is not required for the issue of the Options (because approval is being obtained under Listing Rule 10.11), the issue of the Options will not use up any of the Company's 15% annual placement capacity.

If Resolution 7 is not passed, the Company will not be able to proceed with the issue of the Options and consideration will need to be given as to remuneration by other means.

### **8.5 Information Required by ASX Listing Rule 10.13**

The following information in relation to the issue of Options under Resolutions 7 is provided to Shareholders for the purposes of ASX Listing Rule 10.13:

- (a) The allottees are, Ian Thubron, Director of the Company;
- (b) Ian Thubron is a Director of the Company and therefore falls within the category referred to in Listing Rule 10.11.1;

- (c) The maximum number of Options that may be issued to Ian Thubron is 3,000,000 Options; The full terms of the Options including the exercise price (where applicable) are set out in Schedule 1 of this Notice of Meeting;
- (d) The Options will be issued within 1 month of Shareholder approval being obtained by the Company;
- (e) Funds raised by the Company upon exercise of the Options (where applicable) will be used for general working capital;
- (f) The current proposed total remuneration package for the Ian Thubron for the 2022 financial year are set out below. The two far right columns demonstrate the value of which, if the Options are issued, the total remuneration package of Ian Thubron will increase:

Related Party	Salary/Fees	Superannuation	Total	Value of Options	Total Remuneration Following Option Issue
Ian Thubron	\$48,000	-	\$48,000	\$72,000	\$120,000

- (g) the Options are unquoted Options. The Company has chosen to issue the Options to the Director for the following reasons:
  - (i) the issue of Options to the Director will align the interests of the Director with those of Shareholders;
  - (ii) the issue of the Options is a reasonable and appropriate method to provide cost effective remuneration as the non-cash form of this benefit will allow the Company to spend a greater proportion of its cash reserves on its operations than it would if alternative cash forms of remuneration were given to the Director;
  - (iii) because of the deferred taxation benefit which is available to the Director in respect of an issue of Options, the issue of the Options is also beneficial to the Company as it means the Director is not required to immediately sell the Options to fund a tax liability (as would be the case in an issue of Shares where the tax liability arises upon issue of the Shares) and will instead, continue to hold an interest in the Company; and
  - (iv) it is not considered that there are any significant opportunity costs to the Company or benefits foregone by the Company in issuing the Options on the terms proposed;
- (h) the Company values the Options at \$0.024 (being \$0.024 per Option) based on the Black-Scholes methodology;
- (i) the issue price of the Options will be nil, as such no funds will be raised from the issue of the Options (other than in respect of funds received on exercise of the Options); and
- (J)** the Options are being issued pursuant to the Company's Incentive Plan. A summary of the material terms and conditions of the Incentive Plan is set out in Annexure B.

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## GLOSSARY

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**AEDT** means Australian Eastern Daylight Time, as observed in Sydney, Australia.

**Annual General Meeting** or **Meeting** means the meeting convened by the Notice.

**ASIC** means the Australian Securities & Investments Commission.

**ASX** means ASX Limited (ACN 008 624 691) or the financial market operated by ASX Limited, as the context requires.

**ASX Listing Rules** or **Listing Rules** means the Listing Rules of ASX.

**Board** means the current board of Directors of the Company.

**Business Day** means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.

**Chair** means the chair of the Meeting.

**Closely Related Party** of a member of the Key Management Personnel means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependent of the member or the member's spouse;
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;
- (e) a company the member controls; or
- (f) a person prescribed by the Corporations Regulations 2001 (Cth) for the purposes of the definition of 'closely related party' in the Corporations Act.

**Company** means Aumake Limited (ACN 150 110 017).

**Corporations Act** means the *Corporations Act 2001* (Cth).

**Directors** means the current directors of the Company.

**Equity Securities** includes a Share, a right to a Share or Option, an Option, a convertible security and any security that ASX decides to classify as an Equity Security.

**Explanatory Statement** means the explanatory statement accompanying this Notice of Meeting.

**Key Management Personnel** has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.

**Listing Rules** means the Listing Rules of ASX.

**Notice** or **Notice of Meeting** means this Notice of the Annual General Meeting including the Explanatory Statement and Proxy Form

**Option** means an option to acquire a Share.

**Optionholder** means a holder of an Option.

**Placement** means the placement of Shares described in Section 6.1 of this Notice.

**Placement Participants** means participants in the Placement.

**Proxy Form** means the proxy form accompanying the Notice.

**Resolutions** means the resolutions set out in the Notice, or any one of them, as the context requires.

**Share** means a fully paid ordinary share in the capital of the Company.

**Shareholder** means a registered holder of a Share.

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## SCHEDULE 1 – TERMS AND CONDITIONS OF DIRECTOR OPTIONS

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(a) **Entitlement**

Each Option entitles the holder to subscribe for one Share upon exercise of the Option.

(b) **Exercise Price**

Subject to paragraph (i), the amount payable upon exercise of each Option is Nil (**Exercise Price**).

(c) **Expiry Date**

Each Option will expire at 5:00 pm (AEDT) on 6 September 2024 (**Expiry Date**).

An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(d) **Exercise Period**

The Options are exercisable as follows:

- (i) 1/3 based on continued tenure of 1 year;
- (ii) 1/3 based on continued tenure of 2 years; and
- (iii) 1/3 based continued tenure of 3 years.
- (iv) Prior to the Expiry Date (**Exercise Period**).

(e) **Notice of Exercise**

The Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Option certificate (**Notice of Exercise**) and payment of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.

(f) **Exercise Date**

A Notice of Exercise is only effective on and from the later of the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds (**Exercise Date**).

(g) **Timing of issue of Shares on exercise**

Within five Business Days after the Exercise Date, the Company will:

- (i) issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;
- (ii) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section

708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and

- (iii) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options.

If a notice delivered under (g)(ii) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.

(h) **Shares issued on exercise**

Shares issued on exercise of the Options rank equally with the then issued shares of the Company.

(i) **Reconstruction of capital**

If at any time the issued capital of the Company is reconstructed, all rights of an Optionholder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.

(j) **Participation in new issues**

There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options without exercising the Options.

(k) **Change in exercise price**

An Option does not confer the right to a change in Exercise Price or a change in the number of underlying securities over which the Option can be exercised.

(l) **Transferability**

The Options are transferable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.



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**ANNEXURE A – NOMINATION OF AUDITOR LETTER**

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6 October 2021

The Board of Directors  
Aumake Limited  
Suite 1.01, 22–36 Mountain Street  
Ultimo, NSW 2007, Australia


Dear Sirs

**RE: Nomination of New Auditor**

I, Jiahua Zhou, being a member of Aumake Limited (Company), nominate Rothsay Audit & Assurance Pty Ltd in accordance with section 328B(1) of the Corporations Act 2001 (Cth) (Act) to fill the office of auditor of the Company.

Please distribute copies of this notice of this nomination as required by section 328B(3) of the Act.

Signed and dated by Jiahua Zhou:



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Date: 6 October 2021

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## ANNEXURE B – SUMMARY OF INCENTIVE PLAN

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The Company's Incentive Plan, was adopted to assist in the reward, retention and motivation of the Company's Directors, senior management, and other key employees.

Under the rules of the Incentive Plan, the Board has a discretion to offer any of the following awards to senior management, directors or other nominated key employees:

- options to acquire Shares;
- performance rights to acquire Shares; and/or
- Shares, including to be acquired under a limited recourse loan funded arrangement,

in each case subject to service-based conditions and/or performance hurdles (collectively, the **Awards**).

The terms and conditions of the Incentive Plan are set out in comprehensive rules. A summary of the rules of the Incentive Plan is set out below:

- The Incentive Plan is open to Directors, senior management, and any other employees of the Company, as determined by the Board. Participation is voluntary.
- The Board may determine the type and number of Awards to be issued under the Incentive Plan to each participant and other terms of issue of the Awards, including:
  - what service-based conditions and/or performance hurdles must be met by a participant in order for an Award to vest (if any);
  - the fee payable (if any) to be paid by a participant on the grant of Awards;
  - the exercise price of any option granted to a participant;
  - the period during which a vested option can be exercised; and
  - any forfeiture conditions or disposal restrictions applying to the Awards and any Shares that a participant receives upon exercise of their options or performance rights.
- The Board may, in its discretion, also determine that the Company will issue limited recourse loans to participants to use for the purchase of Shares as part of a Share Award under the Incentive Plan.
- The Board may determine in its sole and absolute discretion that a Participant will not be required to provide payment of the Exercise Price of Options by cash, cheque or some other method acceptable to the Company, but that on exercise of the Options the Company will only allot and issue or transfer that number of Plan Shares to the Participant that are equal in value to the difference between the Exercise Price otherwise payable in relation to the Options and the then Market Value of the Plan Shares as at the time of the exercise (rounded down to the nearest whole Plan Share). When any service-based conditions and/or performance hurdles have been satisfied, participants will receive fully vested Shares or their options/performance rights will become vested and will be exercisable over Shares (as applicable).
- Each vested option and performance right enables the participant to be issued or to be transferred one Share upon exercise, subject to the rules governing the Incentive Plan and the terms of any particular offer.
- Participants holding options or performance rights are not permitted to participate in new issues of securities by the Company but adjustments may be made to the number of Shares over which the options or performance rights are

granted and/or the exercise price (if any) to take into account changes in the capital structure of the Company that occur by way of pro rata and bonus issues in accordance with the rules of the Incentive Plan and the Listing Rules.

- As at the date on which shareholder approval is obtained to adopt the Incentive Plan, the maximum number of Awards that the Company may grant under the Incentive Plan without shareholder approval is 31,322,984.
- The Board may delegate management and administration of the Incentive Plan, together with any of their powers or discretions under the Incentive Plan, to a committee of the Board or to any one or more persons selected by them as the Board thinks fit.





**Aumake Limited**  
ABN 79 150 110 017

AUK  
MR SAM SAMPLE  
FLAT 123  
123 SAMPLE STREET  
THE SAMPLE HILL  
SAMPLE ESTATE  
SAMPLEVILLE VIC 3030



## Need assistance?

 **Phone:**  
1300 850 505 (within Australia)  
+61 3 9415 4000 (outside Australia)

 **Online:**  
[www.investorcentre.com/contact](http://www.investorcentre.com/contact)



## YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **12:00pm (AEDT) on Saturday, 20 November 2021.**

# Proxy Form

## How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

### APPOINTMENT OF PROXY

**Voting 100% of your holding:** Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

**Voting a portion of your holding:** Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

**Appointing a second proxy:** You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

**A proxy need not be a securityholder of the Company.**

### SIGNING INSTRUCTIONS FOR POSTAL FORMS

**Individual:** Where the holding is in one name, the securityholder must sign.

**Joint Holding:** Where the holding is in more than one name, all of the securityholders should sign.

**Power of Attorney:** If you have not already lodged the Power of Attorney with the registry, please attach 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 also 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. Delete titles as applicable.

### PARTICIPATING IN THE MEETING

#### Corporate Representative

If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at [www.investorcentre.com/au](http://www.investorcentre.com/au) and select "Printable Forms".

## Lodge your Proxy Form:

**XX**

### Online:

Lodge your vote online at [www.investorvote.com.au](http://www.investorvote.com.au) using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



**Control Number: 999999**

**SRN/HIN: I999999999**

**PIN: 99999**

For Intermediary Online subscribers (custodians) go to [www.intermediaryonline.com](http://www.intermediaryonline.com)

### By Mail:

Computershare Investor Services Pty Limited  
GPO Box 242  
Melbourne VIC 3001  
Australia

### By Fax:

1800 783 447 within Australia or  
+61 3 9473 2555 outside Australia



**PLEASE NOTE:** For security reasons it is important that you keep your SRN/HIN confidential.

MR SAM SAMPLE  
 FLAT 123  
 123 SAMPLE STREET  
 THE SAMPLE HILL  
 SAMPLE ESTATE  
 SAMPLEVILLE VIC 3030

**Change of address.** If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

# Proxy Form

Please mark  to indicate your directions

## Step 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Aumake Limited hereby appoint

the Chairman of the Meeting **OR**

**PLEASE NOTE:** Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and 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 Aumake Limited to be held as a virtual meeting on Monday, 22 November 2021 at 12:00pm (AEDT) and at any adjournment or postponement of that meeting.

**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 Resolutions 1 and 7 (except where I/we have indicated a different voting intention in step 2) even though Resolutions 1 and 7 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

**Important Note:** If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Resolutions 1 and 7 by marking the appropriate box in step 2.

## Step 2 Item of Business

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

	For	Against	Abstain
Resolution 1 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 Re-election of Keon Chan as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 Election of Ian Thubron	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4 ASX Listing Rule 7.1A (Additional 10% Capacity) Approval of Future Issue of Securities	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5 Ratification of Prior Issue of Placement Shares - Listing Rule 7.1	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6 Change of Auditors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7 Approval of Issue of Options to Ian Thubron, Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

## Step 3 Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1  Securityholder 2  Securityholder 3  / /  
 Sole Director & Sole Company Secretary Director Director/Company Secretary Date

**Update your communication details** (Optional)

Mobile Number  Email Address   
 By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically

