



AUMAKE LIMITED

ACN 150 110 017

NOTICE OF GENERAL MEETING

Notice is given that the Meeting will be held at:

TIME: 11:00 am AET

DATE: Friday 19 May 2023

PLACE: Christie Spaces, Level 6, 3 Spring Street, Sydney NSW 2000

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 5:00 pm AET on Wednesday 17 May 2023.

Should you wish to discuss the matters in this Notice of Meeting, please do not hesitate to contact the Company Secretary on +61 (0)42 999 5000.

BUSINESS OF THE MEETING

AGENDA

1. RESOLUTION 1 – CONVERSION OF \$1,423,094 OF DEBT TO EQUITY BY THE ISSUE OF 160,249,420 SHARES AND 52,348,144 OPTIONS TO GRAND AUST INTERNATIONAL PTY LTD

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 7.1 and for all other purposes, approval is given for the Company to issue 160,249,420 Shares and 52,348,144 Options to Grand Aust International Pty Ltd (ACN 143 722 392) on the terms and conditions set out in the Explanatory Statement.”

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

2. RESOLUTION 2 – RATIFICATION OF PREVIOUS ISSUE OF 68,556,000 PLACEMENT SHARES ISSUED UNDER 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 68,556,000 Placement Shares issued under Listing Rule 7.1 to participants under the Placement on the terms and conditions set out in the Explanatory Statement.”

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

3. RESOLUTION 3 – RATIFICATION OF PREVIOUS ISSUE OF 87,444,000 PLACEMENT SHARES ISSUED UNDER LISTING RULE 7.1A

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 87,444,000 Placement Shares issued under Listing Rule 7.1A to participants under the Placement on the terms and conditions set out in the Explanatory Statement.”

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

4. RESOLUTION 4 – PLACEMENT OF 262,930,000 SHARES TO HK HUIBEIJIA BRAND MANAGE CO. LTD UNDER 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 7.1 and for all other purposes, approval is given for the Company to issue 262,930,000 Shares to HK Huibeijia Brand Manage Co. Ltd on the terms and conditions set out in the Explanatory Statement.”

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

5. RESOLUTION 5 – CONVERSION OF \$46,124.22 OF DEBT TO EQUITY BY THE ISSUE OF 12,299,792 SHARES TO AUEXPRESS GLOBAL PTY LTD

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 7.1 and for all other purposes, approval is given for the Company to issue 12,299,792 Shares to Auexpress Global Pty Ltd (ACN 632 686 581) on the terms and conditions set out in the Explanatory Statement.”

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

Dated: 14 April 2023
By order of the Board

Michael Higginson
Company Secretary

Voting Exclusion Statements

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

Resolution 1 – Issue of Shares and Options to Grand Aust International Pty Ltd	Grand Aust International Pty Ltd 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 of that person or those persons.
Resolutions 2 and 3 – Ratification of previous issue of Placement Shares	The Company will disregard any votes cast in favour of Resolutions 2 and 3 by or on behalf of a person who participated in the issue or is a counterparty to the agreement being approved (namely, participants in the Placement) or an associate of that person or those persons.
Resolution 4 – Issue of Shares to HK Huibeijia Brand Manage Co. Ltd	HK Huibeijia Brand Manage Co. Ltd 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 of that person or those persons.
Resolution 5 – Issue of Shares to Auexpress Global Pty Ltd	Auexpress Global Pty Ltd 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 of that person or those 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 by proxy

To vote by proxy, please complete and sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form.

In accordance with section 249L of the Corporations Act, Shareholders are advised that:

- each Shareholder has a right to appoint a proxy;
- the proxy need not be a Shareholder of the Company; and
- a Shareholder who is entitled to cast two (2) or more votes may appoint two (2) proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints two (2) proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

Shareholders and their proxies should be aware that:

- if proxy holders vote, they must cast all directed proxies as directed; and
- any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

Voting in person (by virtual attendance)

To vote in person, Shareholders must attend the Meeting virtually at the time, date and place set out above.

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions.

1 RESOLUTION 1 – CONVERSION OF DEBT TO EQUITY, BY THE ISSUE OF 160,249,420 SHARES AND 52,348,144 OPTIONS TO GRAND AUST INTERNATIONAL PTY LTD

1.1 Background

Aumake's, principal activity is the sale of Australian and New Zealand products via its e-commerce store and retail stores.

Aumake's retail store revenue generation activities included working with selected agents and travel agencies who physically delivered tourists and overseas students to Aumake's retail stores. In return, Aumake agreed to pay those agents and travel agencies commissions.

In accordance with industry practice, no formal contractual documentation was prepared in relation to the payment of commissions. Instead, the agreement to pay the commissions arose via frequent phone calls and/or emails between the respective agents and travel agencies and AUK's dedicated sales personnel.

All sales and commissions payable information was then recorded, at source, in the Company's financial records and systems and was supported by the provision of the relevant sales dockets from the agents and travel agencies.

Details of the quantum of sales commissions payable by the Company can be found in the Company's 2020, 2021 and 2022 audited Annual Reports (refer note 15 in each of those Annual Reports) and the reviewed Half-year Reports for each of 2020, 2021 and 2022 (refer note 3 in each of those Half-year Reports).

Nature of the \$1,423,094 Liability

Most recently and most relevantly, as disclosed in note 3 of the Company's 31 December 2022 Half-year Report (lodged with ASX on 28 February 2023), the Company recorded a current liability of "trade payables and accrued expenses" totalling \$2,641,372. Of this amount, a total of \$1,513,391 was "accrued commission" that was due and payable to a number of travel agents and agencies, including Grand Aust International Pty Ltd (**Grand Aust**) and Grand Aust New Zealand Pty Ltd (collectively **GAT**). GAT are not Related Parties of the Company.

As at the date of this Notice, GAT is owed commissions totalling \$1,423,094 (**Liability**).

As announced to ASX on 17 February 2023 and 6 March 2023, GAT and the Company executed a Debt Release Deed (**Deed**) whereby GAT agreed to convert the Liability into Aumake equity.

Terms of Deed

Pursuant to the Deed and subject to the receipt of Aumake shareholder approval, in accordance with Listing Rule 7.1 (**Condition**), Aumake will issue Grand Aust 160,249,420 Shares (at an issue price of \$0.00888 per Share) and grant Grand Aust 52,348,144 Options each exercisable at \$0.0085 and expiring 31 May 2025 (**Consideration**).

GAT has further agreed that the 160,249,420 Shares will be subject to a 12 month escrow period, commencing from their date of issue.

Pursuant to the Deed and subject to the satisfaction of the Condition and the issue of the Consideration (**Completion**), GAT will irrevocably and unconditionally release Aumake and its affiliates and each of their, directors, officers, employees and agents, past and present, from all claims, wherever and however arising, known or unknown, arising out of or in connection with the Liability.

Nominee director

From Completion, and for so long as Grand Aust and their related bodies corporate (or their respective nominees or custodians) hold in aggregate 10% or more of the issued share capital of Aumake (**Board Representation Rights**), then Aumake will appoint one representative of GAT (nominated in writing by GAT) to the Board as a non-executive director of the Company.

GAT's Board Representation Rights cease and expire as soon as Great Aust and their related bodies corporate (or their respective nominees or custodians) cease to hold in aggregate 10% or more of the of the issued share capital of Aumake. If GAT's Board Representation Rights cease, then GAT must procure that their nominee director resigns.

All of the other terms and conditions of the Deed are considered standard for agreement of this nature.

In accordance with Listing Rule 7.1, Resolution 1 seeks Shareholder approval for the issue to Grand Aust of 160,249,420 Shares and 52,348,144 Options.

1.2 ASX 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 securities it had on issue at the start of that 12 month period.

The proposed issue of the 160,249,420 Shares and the 52,348,144 Options does not fit within any of the exceptions within Listing Rule 7.2 and, as the issue has not yet been approved by Shareholders, it would effectively use 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 160,249,420 Shares and 52,348,144 Options.

Resolution 1 seeks Shareholder approval in accordance with Listing Rule 7.1 for the issue to Grand Aust of 160,249,420 Shares and 52,348,144 Options in consideration for GAT irrevocably and unconditionally releasing Aumake and its affiliates and each of their directors, officers, employees and agents, past and present, from all claims, wherever and however arising, known or unknown, arising out of or in connection with the Liability.

1.3 Technical information required by Listing Rule 14.1A

If Resolution 1 is passed, the Company will issue the 160,249,420 Shares and 52,348,144 Options to Grand Aust and the Company will no longer be indebted to GAT for unpaid commissions totalling \$1,423,094 and GAT will irrevocably and unconditionally release Aumake and its affiliates and each of their, directors, officers, employees and agents, past and present, from all claims, wherever and however arising, known or unknown, arising out of or in connection with the Liability. In addition, the Company will appoint one representative of GAT (as nominated in writing by GAT) to the Board as a non-executive Director.

Furthermore, if Resolution 1 is passed, the issue of the 160,249,420 Shares and 52,348,144 Options will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, 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 160,249,420 Shares and the 52,348,144 Options.

If Resolution 1 is not passed, the Company will not issue the 160,249,420 Shares and 52,348,144 Options to Grand Aust and the Company will continue to be indebted to GAT for unpaid commissions totalling \$1,423,094. In addition, the Company will not appoint a representative of GAT to the Board.

1.4 Technical information required by Listing Rule 7.1

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to Resolution 1:

- (a) the 160,249,420 Shares and 52,348,144 Options will be issued to Grand Aust;
- (a) the 160,249,420 Shares are fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (b) the 52,348,144 Options are options to acquire Shares issued on the terms and conditions set out in Schedule 1;
- (c) the 160,249,420 Shares and 52,348,144 Options will be issued to Grand Aust no later than 5 Business Days following the date of the Meeting;
- (d) the 160,249,420 Shares and 52,348,144 Options are to be issued in consideration for the extinguishment of the Liability and GAT irrevocably and unconditionally releasing Aumake and its affiliates and each of their directors, officers, employees and agents, past and present, from all claims, wherever and however arising, known or unknown, arising out of or in connection with the Liability;
- (e) the 160,249,420 Shares and 52,348,144 Options are being issued in accordance with the terms and conditions of the Deed, refer Section 1.1 above; and
- (f) a voting exclusion statement is included in the Notice.

2 RESOLUTIONS 2 AND 3 – RATIFICATION OF PREVIOUS ISSUE OF PLACEMENT SHARES UNDER LISTING RULES 7.1 AND 7.1A

2.1 Background to the Placement

As announced to ASX on 13 March 2023 (in respect of 126,000,000 Shares) and on 14 March 2023 (in respect of 30,000,000 Shares), the Company advised that it was raising \$624,000 pursuant to a placement of 156,000,000 Shares (**Placement Shares**) at an issue price of \$0.004 per Share (**Placement**). Pursuant to the Placement, the Company issued the 156,000,000 Placement Shares as follows:

- (a) 68,556,000 Placement Shares were issued under its placement capacity under Listing Rule 7.1 (being the Placement Shares the subject of Resolution 2); and

- (b) 87,444,000 Placement Shares were issued under its placement capacity under Listing Rule 7.1A (being the Placement Shares the subject of Resolution 3).

Resolutions 2 and 3 seek Shareholder ratification for the issue on 21 March 2023 of 68,556,000 Placement Shares issued under Listing Rule 7.1 and 87,444,000 Placement Shares issued under the Listing Rule 7.1A.

2.2 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 12 month period.

The issue of the 68,556,000 Placement Shares does not fit within any of the exceptions within 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 68,556,000 Placement Shares.

Under Listing Rule 7.1A, an eligible entity may seek shareholder approval by way of a special resolution passed at its annual general meeting to increase this 15% limit by an extra 10% to 25% (**7.1A Mandate**).

An 'eligible entity' means an entity which is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300,000,000 or less. The Company is an eligible entity for these purposes.

At the Company's 2022 Annual General Meeting held on 30 November 2022, the Company's Shareholders approved, by special resolution, the granting of 7.1A Mandate, effectively increasing the Company's placement capacity by an additional 10%.

The issue of the 87,444,000 Placement Shares does not fit within any of the exceptions within Listing Rule 7.2 and, as it has not yet been approved by Shareholders, it used up the extra 10% placement capacity under Listing Rule 7.1A. Thus, reducing the Company's capacity to issue further Equity Securities without Shareholder approval under Listing Rules 7.1 and 7.1A for the 12 month period following the date of issue of the 87,444,000 Placement Shares.

The issue of the 87,444,000 Placement Shares used 99.999% of the Company's 7.1A Mandate that was granted at the Company's 2022 Annual General Meeting held on 30 November 2022.

2.3 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 Rules 7.1 and 7.1A 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 Rules 7.1 and 7.1A. Accordingly, the Company is seeking

Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the Placement Shares.

Resolutions 2 and 3 seek Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the Placement Shares.

2.4 Technical information required by Listing Rule 14.1A

If Resolutions 2 and 3 are passed, the 156,000,000 Placement 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 156,000,000 Placement Shares.

If Resolutions 2 and 3 are not passed, the 156,000,000 Placement 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 156,000,000 Placement Shares. In addition, the Company's current 7.1A Mandate capacity will be reduced to only 692 Shares (0.001%).

2.5 Technical information required by Listing Rule 7.5

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to Resolutions 2 and 3:

- (a) the 156,000,000 Placement Shares were issued to parties who qualified as professional or sophisticated investors (no Related Party of the Company participated in the issue). The recipients were identified through confidential negotiations by the Company with selected investors, which involved seeking an expression of interest to participate in the capital raising from non-related parties of the Company;
- (b) in accordance with Guidance Note 21, the Company confirms that none of the recipients were:
 - a Related Party of the Company, a member of Key Management Personnel of the Company, a substantial holder in the Company, an adviser to the Company; or
 - an associate of any of these parties,

As required by Guidance Note 21, each of the parties who participated in the Placement were issued more than 1% of the issued capital of the Company by virtue of being issued the corresponding number of Placement Shares:

- Blamnco Trading Pty Ltd (ACN 003 329 753) – 30,000,000 Placement Shares;
- Golden Home Development Pty Ltd (ACN 640 876 624) – 30,000,000 Placement Shares;
- Yu's Holdings (Aust) Pty Ltd (ACN 655 846 263) – 48,000,000 Placement Shares; and
- New Continent Australia Pty Ltd (ACN 603 367 871) – 48,000,000 Placement Shares.

- (c) the 156,000,000 Placement Shares are fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (d) the Placement Shares were issued on 21 March 2023;
- (e) the 156,000,000 Placement Shares were issued at an issue price of \$0.004 per Share and raised \$624,000 (before costs). The Company has not and will not receive any other consideration for the issue of the 156,000,000 Placement Shares;
- (f) the purpose of the issue of the Placement Shares was to raise \$624,000 in working capital that is to be applied towards the following:
 - to continue operating the Company's ecommerce business and corporate expenses; and
 - working capital;
- (g) the Placement Shares were issued in accordance with three subscription agreements dated 13 March 2023 between the Company and the following parties:
 - Blamnco Trading Pty Ltd – 30,000,000 Placement Shares;
 - Yu's Holdings (Aust) Pty Ltd – 48,000,000 Placement Shares; and
 - New Continent Australia Pty Ltd – 48,000,000 Placement Shares.

A fourth subscription agreement dated 14 March 2023 for 30,000,000 Placement Shares was entered into between the Company and Golden Home Development Pty Ltd.

The four subscription agreements entered into contained terms and conditions considered standard for agreements of this nature; and
- (h) voting exclusion statements are included in Resolutions 2 and 3 of the Notice.

3 RESOLUTION 4 – ISSUE OF 262,930,000 SHARES TO HK HUIBEIJIA BRAND MANAGE CO. LTD UNDER LISTING RULE 7.1

3.1 Background

As announced to ASX on 29 March 2023, the Company entered into a subscription agreement with Hong Kong based corporation HK Huibeijia Brand Mange Co. Ltd (**HKH**) pursuant to which HKH agreed to subscribe for 262,930,000 Shares at an issue price of \$0.004 per Share, which would raise \$1,051,720 (**Subscription Amount**) in working capital for the Company (**Subscription Agreement**). HKH is not a Related Party of the Company.

3.2 Terms and conditions of Subscription Agreement

The issue of the 262,930,000 Shares to HKH is subject to and conditional upon the receipt of Aumake shareholder approval, in accordance with Listing Rule 7.1 (**Approval Condition**).

A summary of Listing Rule 7.1 is set out in Section 1.2 above.

In accordance with the Subscription Agreement, HKH is required to pay the Subscription Amount to the Company within 5 Business Days of satisfaction of the Approval Condition. Allotment of the 262,930,000 Shares to HKH is to take place no later than 5 Business Days following the receipt by the Company of the Subscription Amount (**HKH Completion**).

Nominee director

From HKH Completion, and for so long as HKH and their related bodies corporate (or their respective nominees or custodians) hold in aggregate 10% or more of the issued share capital of Aumake (**Board Representation Rights**), then Aumake will appoint one representative of HKH (nominated in writing by HKH) to the Board as an executive director of the Company.

HKH's Board Representation Rights cease and expire as soon as HKH and their related bodies corporate (or their respective nominees or custodians) cease to hold in aggregate 10% or more of the of the issued share capital of Aumake. If HKH's Board Representation Rights cease, then HKH must procure that their nominee director resigns.

All of the other terms and conditions of the Subscription Agreement are considered standard for agreement of this nature.

In accordance with Listing Rule 7.1, Resolution 4 seeks Shareholder approval for the issue to HKH of 262,930,000 Shares.

3.3 About HKH

HKH is a Sino-Australian joint venture that entered the Chinese market in 2016 and established offline stores in several Chinese provinces. It operates in the maternal and child products, health care products, skincare and the makeup sector.

HKH operates using the preferential policies of the Chinese free trade zone for cross-border e-commerce. HKH focuses on brand management to establish sales channels, connecting cross-border products with domestic major platforms and consumers. HKH has established partnerships with over 40 brands and promotes sales volume and brand awareness through online flagship stores, POP stores and supermarket promotions.

HKH operates mainly through two channels: online and offline.

- The online channels have 30 flagship stores and POP stores on various platforms, including Tmall, JD and Douyin; and
- The offline channels rely on up to 1,000 physical retail stores in 20 provinces to drive community sales.

HKH has established a loyalty model to cultivate members and enhance store member stickiness. It also has a stable of cooperative relationships with 20 well-known national retail supermarkets with whom they participate in joint promotional and marketing activities.

3.4 Dilution

Resolution 4 seeks Shareholder approval for the issue to HKH of 262,930,000 Shares (which, based on the Company's issued capital as at the date of this Notice, represents 19.99% of the Company's expanded issued capital).

Should the 160,249,420 Shares the subject of Resolution 1 be issued to Grand Aust, the 262,930,000 Shares the subject of this Resolution 4 be issued to HKH and the 12,299,792 Shares the subject of Resolution 5 be issued to AGPL and no other convertible security on issue (or to be issued) is converted or exercised into Shares, then HKH's interest in the expanded issued capital of the Company will be 17.68% (see below table).

	Number of Shares	%
Shares currently on issue	1,051,780,257	70.72
Shares pursuant to Resolution 1	160,249,420	10.77
Shares pursuant to Resolution 4	262,930,000	17.68
Shares pursuant to Resolution 5	12,299,792	0.83
Total	1,487,259,469	100.00

3.5 Technical information required by Listing Rule 14.1A

If Resolution 4 is passed, the Company will be able to proceed with the issue of the 262,930,000 Shares and will raise \$1,051,720 in working capital. In addition, the Company will appoint one representative of HKH (as nominated in writing by HKH) to the Board as an executive Director.

Furthermore, if Resolution 4 is passed, the issue of the 262,930,000 Shares will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, 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 262,930,000 Shares.

If Resolution 4 is not passed, the Company will not issue the 262,930,000 Shares to HKH and the Company will not raise \$1,051,720 in working capital. In addition, the Company will not appoint a representative of HKH as an executive director of the Company.

Resolution 4 seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of the 262,930,000 Shares to HKH to raise \$1,051,720 in working capital.

3.6 Technical information required by Listing Rule 7.1

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to Resolution 4:

- (a) the 262,930,000 Shares will be issued to HKH;
- (b) the 262,930,000 Shares are fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (c) the 262,930,000 Shares will be issued to HKH no later than 5 Business Days following the date of the Meeting;
- (d) the 262,930,000 Shares are to be issued in order to raise \$1,051,720 in working capital;
- (e) the intended use of the funds raised is as follows;

- continue operating the Company's ecommerce business;
 - pay corporate expenses, including general working capital requirements;
 - pay trade and other payables; and
 - assess strategic partnership opportunities, mergers and acquisitions;
- (f) the 262,930,000 Shares are being issued in accordance with the terms and conditions of the Subscription Agreement, refer Section 3.2 above; and
- (g) a voting exclusion statement is included in the Notice.

4 RESOLUTION 5 – CONVERSION OF DEBT TO EQUITY, BY THE ISSUE OF 12,299,792 SHARES TO AUEXPRESS GLOBAL PTY LTD

4.1 Background

During the period 1 September 2022 to 18 November 2022 (**Services Period**), the Company engaged the services of Auexpress Global Pty Ltd (ACN 150 110 017) (**AGPL**) to deliver parcels, packages and goods to Aumake's customers in China. AGPL is not a Related Party of the Company.

During the Services Period, AGPL issued Aumake 24 invoices, of which \$46,124.22 remains unpaid (**Unpaid Amount**).

As announced to ASX on 31 March 2023, AGPL and the Company executed a Deed of Settlement (**Settlement Deed**) whereby AGPL agreed to convert the Unpaid Amount into Aumake equity.

Terms of Deed

Pursuant to the Settlement Deed and subject to the receipt of Aumake shareholder approval, in accordance with Listing Rule 7.1, Aumake will issue AGPL 12,299,792 Shares (at an issue price of \$0.00375 per Share) in full and final consideration for the Unpaid Amount.

In accordance with Listing Rule 7.1, Resolution 5 seeks Shareholder approval for the issue to AGPL of 12,299,792 Shares.

4.2 ASX Listing Rule 7.1

A summary of Listing Rule 7.1 is set out in Section 1.2 above.

The proposed issue of the 12,299,792 Shares does not fit within any of the exceptions within Listing Rule 7.2 and, as the issue has not yet been approved by Shareholders, it would effectively use 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 12,299,792 Shares.

Resolution 5 seeks Shareholder approval in accordance with Listing Rule 7.1 for the issue to AGPL of 12,299,792 Shares in full and final consideration for the Unpaid Amount.

Upon issue of the 12,299,792 Shares to AGPL, AUK and AGPL unconditionally and irrevocably release and forever discharge each other from and against anything

or any matter either directly or indirectly arising from the Unpaid Amount; and each party undertakes that they will not issue any proceedings whatsoever, either in law or in equity against the other party in any way relating to or in connection with the Unpaid Amount, save for enforcement of the Settlement Deed.

4.3 Technical information required by Listing Rule 14.1A

If Resolution 5 is passed, the Company will issue the 12,299,792 Shares to AGPL and the Company will no longer be indebted to AGPL for the Unpaid Amount.

Furthermore, if Resolution 5 is passed, the issue of the 12,299,792 Shares will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, 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 12,299,792 Shares.

If Resolution 5 is not passed, the Company will not issue the 12,299,792 Shares and to AGPL and the Company will continue to be indebted to AGPL for the Unpaid Amount. As such, the Company would most likely pay AGPL the Unpaid Amount in cash.

4.4 Technical information required by Listing Rule 7.1

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to Resolution 5:

- (a) the 12,299,792 Shares will be issued to AGPL;
- (b) the 12,299,792 Shares are fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (c) the 12,299,792 Shares will be issued to AGPL no later than 5 Business Days following the date of the Meeting;
- (d) the 12,299,792 Shares are to be issued in consideration for the payment of the Unpaid Amount and AUK and AGPL to unconditionally and irrevocably release and forever discharge each other from and against anything or any matter either directly or indirectly arising from the Unpaid Amount; and each party undertaking that they will not issue any proceedings whatsoever, either in law or in equity against the other party in any way relating to or in connection with the Unpaid Amount, save for enforcement of the Settlement Deed;
- (e) the 12,299,792 Shares are being issued in accordance with the terms and conditions of the Settlement Deed, refer Section 4.1 above; and
- (f) a voting exclusion statement is included in the Notice.

GLOSSARY

\$ means Australian dollars.

AET means Australian Eastern Time as observed in Sydney, New South Wales.

AGPL means Auexpress Global Pty Ltd (ACN 150 110 017).

Approval Condition has the meaning given to that term in Section 3.2.

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

Board means the current board of directors of the Company.

Board Representation Rights has the meaning given to that term in Section 1.1 and Section 3.2 (as applicable).

Business Day means a business day as defined in the Listing Rules.

Chair means the chair of the Meeting.

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

Completion has the meaning given to that term in Section 1.1.

Condition has the meaning given to that term in Section 1.1.

Consideration has the meaning given to that term in Section 1.1.

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

Deed has the meaning given to that term in Section 1.1.

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 the Notice.

GAT means Grand Aust International Pty Ltd (ACN 143 722 392) and Grand Aust New Zealand Pty Ltd (New Zealand company # 4574600).

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

Grand Aust Grand Aust International Pty Ltd (ACN 143 722 392).

HKH means HK Huibeijia Brand Mange Co. Ltd (registration # 2740955), a company incorporated in Hong Kong.

HKH Completion has the meaning given to that term in Section 3.2.

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.

Liability has the meaning given to that term in Section 1.1.

Listing Rules means the Listing Rules of ASX.

Notice or **Notice of Meeting** means this notice of meeting including the Explanatory Statement and the Proxy Form.

Option means an unlisted option to acquire a Share each exercisable at \$0.0085 and expiring 31 May 2025 and otherwise on the terms and conditions set out in Schedule 1.

Placement has the meaning given to that term in Section 2.1.

Placement Shares has the meaning given to that term in Section 2.1.

Proxy Form means the proxy form accompanying the Notice.

Related Party has the meaning given to that term in section 228 of the Corporations Act.

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

Schedule means a schedule to this Notice.

Section means a section of the Explanatory Statement.

Services Period has the meaning given to that term in Section 4.1.

Settlement Deed has the meaning given to that term in Section 4.1.

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

Shareholder means a registered holder of a Share.

Subscription Agreement has the meaning given to that term in Section 3.1.

Subscription Amount has the meaning given to that term in Section 3.1.

Unpaid Amount has the meaning given to that term in Section 4.1.

SCHEDULE 1

TERMS AND CONDITIONS OF OPTIONS

The Options entitle the holder to subscribe for Shares in the capital of Aumake Limited on the following terms and conditions:

- (a) The exercise price of each Option is \$0.0085 (**Exercise Price**).
- (b) The Options expire at 5:00pm AET on 31 May 2025 (**Expiry Date**).
- (c) The Options can be exercised by the holder at any time on or before the Expiry Date.
- (d) Each Option shall entitle the holder to subscribe for and be issued one Share in the capital of Aumake Limited (the "Company") upon exercise of the Option and payment to the Company of the Exercise Price.
- (e) Shares issued as a result of the exercise of any of the Options will rank equally in all respects with all Shares currently on issue.
- (f) The Option holder is not entitled to participate in new issues of securities offered to Shareholders of the Company (including any rights issue, entitlement issue or bonus issue) unless the Option is exercised before the relevant record date for that new issue.
- (g) Shares issued on the exercise of Options will be issued not more than five (5) business days after receipt of a properly executed exercise notice and application moneys. Shares issued pursuant to the exercise of an Option will rank equally with the then issued Shares of the Company in all respects. If the Company is listed on the Australian Securities Exchange, it will, pursuant to the exercise of an Option, apply to ASX for quotation of the Shares issued as a result of the exercise, in accordance with the Corporations Act and the Listing Rules.
- (h) In the event of any reconstruction (including consolidation, sub-division, reduction or return) of the issued capital of the Company, all rights of the Option holder will be changed to the extent necessary to comply with the Listing Rules applying to the reconstruction of capital at the time of the reconstruction.
- (i) The Options are not transferable.

PROXY FORM
AUMAKE LIMITED ACN 150 110 017
GENERAL MEETING - all Resolutions will be determined by poll

I/We

of:

being a Shareholder entitled to attend and vote at the Meeting, hereby appoint:

Name:

OR: the Chair of the Meeting as my/our proxy.

or failing the person so named or, if no person is named, the Chair, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, and subject to the relevant laws as the proxy sees fit, at the Meeting to be held at Christie Spaces, Level 6, 3 Spring Street, Sydney, New South Wales, 2000 at 11:00 am (AET) on Friday 19 May 2023 and at any adjournment thereof.

CHAIR'S VOTING INTENTION IN RELATION TO UNDIRECTED PROXIES

The Chair intends to vote undirected proxies in favour of all Resolutions. In exceptional circumstances the Chair may change his voting intention on any Resolution. In the event this occurs, an ASX announcement will be made immediately disclosing the reasons for the change.

Voting on business of the Meeting		FOR	AGAINST	ABSTAIN
Resolution 1	Issue of 160,249,420 Shares and 52,348,144 Options to Grand Aust International Pty Ltd	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Ratification of issue of 68,556,000 Placement Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Ratification of issue of 87,444,000 Placement Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Issue of 262,930,000 Shares to HK Huibeijia Brand Manage Co. Ltd	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Issue of 12,299,792 Shares to Auexpress Global Pty Ltd	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Please note: If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution on a poll and your votes will not be counted in computing the required majority on a poll.

If two proxies are being appointed, the proportion of voting rights this proxy represents is: _____ %

Signature of Shareholder(s):

Individual or Shareholder 1

Sole Director/Company Secretary

Shareholder 2

Director

Shareholder 3

Director/Company Secretary

Date: _____

Contact name: _____

Contact ph (daytime): _____

E-mail address: _____

Consent for contact by e-mail in relation to this Proxy Form: YES NO

Instructions for completing Proxy Form

1. **Appointing a proxy**

A Shareholder entitled to attend and cast a vote at the Meeting is entitled to appoint a proxy to attend and vote on their behalf at the Meeting. If a Shareholder is entitled to cast 2 or more votes at the Meeting, the Shareholder may appoint a second proxy to attend and vote on their behalf at the Meeting. However, where both proxies attend the Meeting, voting may only be exercised on a poll. The appointment of a second proxy must be done on a separate copy of the Proxy Form. A Shareholder who appoints 2 proxies may specify the proportion or number of votes each proxy is appointed to exercise. If a Shareholder appoints 2 proxies and the appointments do not specify the proportion or number of the Shareholder's votes each proxy is appointed to exercise, each proxy may exercise one-half of the votes. Any fractions of votes resulting from the application of these principles will be disregarded. A duly appointed proxy need not be a Shareholder.

2. **Direction to vote**

A Shareholder may direct a proxy how to vote by marking one of the boxes opposite each item of business. The direction may specify the proportion or number of votes that the proxy may exercise by writing the percentage or number of Shares next to the box marked for the relevant item of business. Where a box is not marked the proxy may vote as they choose subject to the relevant laws. Where more than one box is marked on an item the vote will be invalid on that item.

3. **Compliance with Listing Rule 14.11**

In accordance to Listing Rule 14.11, if you hold Shares on behalf of another person(s) or entity/entities or you are a trustee, nominee, custodian or other fiduciary holder of the Shares, you are required to ensure that the person(s) or entity/entities for which you hold the Shares are not excluded from voting on resolutions where there is a voting exclusion. Listing Rule 14.11 requires you to receive written confirmation from the person or entity providing the voting instruction to you and you must vote in accordance with the instruction provided.

By lodging your proxy votes, you confirm to the Company that you are in compliance with Listing Rule 14.11.

4. **Signing instructions:**

- **Individual:** Where the holding is in one name, the Shareholder must sign.
- **Joint holding:** Where the holding is in more than one name, all of the Shareholders should sign.
- **Power of attorney:** If you have not already provided the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Form when you return it.
- **Companies:** Where the company has a sole director who is also the sole company secretary, that person must sign. Where the company (pursuant to Section 204A of the Corporations Act) does not have a company secretary, a sole director can also sign alone. Otherwise, a director jointly with either another director or a company secretary must sign. Please sign in the appropriate place to indicate the office held. In addition, if a representative of a company is appointed pursuant to Section 250D of the Corporations Act to attend the Meeting, the documentation evidencing such appointment should be produced prior to admission to the Meeting. A form of a certificate evidencing the appointment may be obtained from the Company.

5. **Attending the Meeting**

Completion of a Proxy Form will not prevent individual Shareholders from attending the Meeting if they wish. Where a Shareholder completes and lodges a valid Proxy Form and attends the Meeting, then the proxy's authority to vote for that Shareholder is suspended while the Shareholder is attending the Meeting.

6. **Lodgement of Proxy Form**

To vote by proxy, please complete and sign the enclosed Proxy Form and return by:

- post to Aumake Limited, 36 Prestwick Drive, Twin Waters, Qld 4564;
 - in person to Aumake Limited, 36 Prestwick Drive, Twin Waters, Qld 4564; or
 - email to the Company at mike.higginson@inet.net.au;
- so that it is received not less than 48 hours prior to commencement of the Meeting.

Proxy Forms received later than this time will be invalid.