

Netccentric Limited
(Company Registration
No. 200612086W)
600 North Bridge Road,
#23-01 Parkview Square,
Singapore 188778

<https://www.netccentric.com/>



Netccentric Limited

Notice of 2023 Annual General Meeting

Explanatory Statement | Proxy Form

30 May 2023

2:00PM (MYT)

Held at Menara HLX, Level 6, 3 Jalan Kia Peng,
50450 Kuala Lumpur, Malaysia **and** virtually via Zoom

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.

Contents

Venue and Voting Information	2
Notice of Annual General Meeting – Agenda and Resolutions	4
Explanatory Statement	10
Glossary	23
Annexure A – Plata and Punta Agreement	25
Annexure B – Employee Incentive Plan	26
CDI Voting Instruction Form and Proxy Form	Attached

Important Information for Shareholders about the Company's AGM

This Notice is given based on circumstances as of 8 May 2023. Should circumstances change, the Company will make an announcement on the ASX market announcements platform and on the Company's website at <https://www.netccentric.com/>. Shareholders are urged to monitor the ASX announcements platform and the Company's website.

Venue and Voting Information

The Annual General Meeting of the Shareholders to which this Notice of Meeting relates will be held at 2:00PM (MYT) on 30 May 2023 as a hybrid meeting (**AGM** or **Meeting**):

- Physically at Menara HLX, Level 6, 3 Jalan Kia Peng, 50450 Kuala Lumpur, Malaysia; and
- Virtually by Zoom

If you wish to virtually attend the AGM (which will be broadcast as a live webinar), please **pre-register** in advance for the virtual meeting here:

https://us02web.zoom.us/webinar/register/WN_Hy2ZgRErTj-xX8VsIJMI1Q

After registering, you will receive a confirmation containing information on how to attend the virtual meeting on the day of the AGM.

Shareholders and CDI Holders will be able to ask questions at the virtual meeting however are encouraged to submit questions in advance of the Meeting to the Company.

Questions must be submitted in writing to the Company Secretary at lee.tamplin@automicgroup.com.au at least 48 hours before the AGM.

Securityholders will have the opportunity to ask questions during the Meeting in respect to the formal items of business as well as general questions in respect to the Company and its business.

Your vote is important

The business of the AGM affects your securityholding, and your vote is important.

Voting in person

Only Shareholders are able to vote during the Meeting.

If you are a CDI Holder, you are welcome to attend the AGM either in person or via zoom (as set out above) but you cannot vote.

CDI Holders wishing to have their vote counted should complete the CDI Voting Instruction Form included with this Notice of Meeting or online per the instructions below.

Voting by proxy

To vote by proxy (applicable to Shareholders only) or to lodge your voting instruction (applicable to CDI Holders only), please use one of the following methods:

Online	Lodge the Proxy Form/CDI Voting Instruction Form online at https://investor.automic.com.au/#/loginsah by following the instructions: Login to the Automic website using the holding details as shown on the Proxy Form/CDI Voting Instructions Form. Click on 'View Meetings' – 'Vote'. To use the online lodgement facility, Securityholders will need their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) as shown on the front of the Proxy Form or CDI Voting Instruction Form.
By post	Automic, GPO Box 5193, Sydney NSW 2001, Australia
By hand	Automic, Level 5, 126 Phillip Street, Sydney NSW 2000, Australia

Your Proxy Form or CDI Voting Instruction Form must be received not later than 48 hours before the commencement of the Meeting. Proxy Forms or CDI Voting Instruction Forms received later than this time will be invalid.

Power of Attorney

If the Proxy Form or CDI Voting Instruction Form is signed under a power of attorney on behalf of a securityholder, then the attorney must make sure that either the original power of attorney or a certified copy is sent with the Proxy Form or CDI Voting Instruction Form, unless the power of attorney has already provided it to the Share Registry.

Corporate Representatives

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

Notice of Annual General Meeting

Notice is hereby given that an Annual General Meeting of Shareholders of Netccentric Limited (ARBN 605 927 454) will be held at 2:00pm (MYT) on Tuesday 30 May 2023, physically at Menara HLX, Level 6, 3 Jalan Kia Peng, 50450 Kuala Lumpur, Malaysia and virtually by zoom. **(Meeting or AGM).**

The Explanatory Statement to this Notice of Meeting provides additional information on matters to be considered at the AGM. The Explanatory Statement and the Proxy Form and the CDI Voting Instruction Form forms part of this Notice of Meeting.

Terms and abbreviations used in this Notice of Meeting and Explanatory Statement are defined in the Glossary.

Agenda

Ordinary business

Financial statements and reports

“To receive and to consider the Annual Financial Report of the Company for the financial year ended 31 December 2022 together with the Statement by Directors and the report of the Auditor thereon.”

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

Securityholders 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.

Resolutions

1. **Resolution 1** – Re-election of Darren John Cooper as Director

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

“That, Darren John Cooper a Director who retires by rotation in accordance with the Company’s Constitution and ASX Listing Rule 14.5, and being eligible offers himself for re-election, be re-elected as a Director of the Company effective immediately.”

2. **Resolution 2** – Approval of Re-appointment of Auditor

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

“That, pursuant to, and in accordance with, Section 205(2) of the Companies Act and for all other purposes, Auditor RSM Chio Lim LLP, having consented to act as the Company’s auditor, be appointed as the Company’s Auditor effective from the date of the Meeting to hold office until the conclusion of the next Annual General Meeting of the Company, and the Directors be authorised to agree the remuneration with said Auditor as deemed appropriate”.

3. **Resolution 3** – Approval of Directors Emoluments

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

“That, pursuant to, and in accordance with, Section 169 of the Companies Act and for all other purposes, payment of the Directors’ fees of up to \$160,000 per annum in aggregate, be approved for the financial year ending 31 December 2023 on the terms and conditions in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”

4. **Resolution 4** – Approval of Authority to Issue Shares and Instruments

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

“That, pursuant to, and in accordance with, Section 161 of the Companies Act and with regard to the Listing Rules and regulations of the ASX, the Directors be authorised to:

- (a) issue Shares (whether by way of rights issue, bonus issue or otherwise);*
- (b) make or grant offers, agreements, or options (collectively, Instruments) that might or would require Shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) CDIs, options, warrants, debentures, other instruments convertible or exchangeable into Shares;*
- (c) issue Shares in pursuance of any Instruments made or granted by the Directors while this Resolution is in force; and*
- (d) issue any of the above mentioned securities upon such terms and conditions and for such purposes and to such persons as the Directors may in their absolute discretion deem fit,*

provided that:

- (e) *the aggregate number of Shares (to be issued pursuant to this Resolution (including Shares to be issued in pursuance of the Instruments made or granted pursuant to this Resolution and including Shares which may be issued pursuant to any adjustment effected under any relevant Instruments) shall not exceed such limit as may be prescribed under the Listing Rules and regulations of the ASX for the time being in force (unless such compliance has been modified by ASX, including by waiver);*
- (f) *in exercising the power to make or grant Instruments (including the making of any adjustment under any relevant instrument), the Company shall comply with the Listing Rules and regulations of the ASX for the time being in force (unless such compliance has been modified by ASX, including by waiver) and the Constitution; and*
- (g) *unless revoked or varied by the Company in general meeting, such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company, or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is earlier."*

5. **Resolution 5 – ASX Listing Rule 7.1A Approval of Future Issue of Securities**

To consider and, if thought fit, to pass the following resolution, with or without amendment, 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."

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 5 by or on behalf of:

- (a) a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company); or
- (b) an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 5 by:

- (i) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- (ii) the Chair of the Meeting 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
- (iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - 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

- the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

6. **Resolution 6** – Ratification of Prior Agreement to Issue Chess Depositary Interests

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

“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, the Shareholders ratify the prior agreement to issue 1,144,580 CDIs to the Vendors of Plata and Punta Sdn. Bhd. and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 6 by or on behalf of:

- (a) a person who participated in the issue or is a counterparty to the agreement being approved; or
- (b) an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 6 by:

- (i) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- (ii) the Chair of the Meeting 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
- (iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - 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
 - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

7. **Resolution 7** – Adoption of Employee Securities Incentive Plan

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

“That, for the purposes of ASX Listing Rule 7.2 (exception 13(b)), and for all other purposes, the Shareholders of the Company approve the adoption of an Employee Securities Incentive Plan, on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 7 by or on behalf of:

- (a) a person who is eligible to participate in the Employee Securities Incentive Plan; or
- (b) an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 7 by:

- (i) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- (ii) the Chair of the Meeting 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
- (iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - 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
 - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

8. Resolution 8 – Change of Company Name

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

"That, pursuant to and in accordance with Section 28(1) of the Companies Act, and with regard to the ASX Listing rules and for all other purposes, the Company's name be changed from Netccentric Limited to Xamble Group Limited and that subject to the new name being registered with the Accounting and Corporate Regulatory Authority Singapore and forthwith upon the change of the Company's name to the new name taking effect, the Constitution of the Company be and are hereby amended by replacing all references therein to Netccentric Limited with Xamble Group Limited."

9. Resolution 9 – Approval of On-Market Share Buyback Mandate

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

"That:

- a) for the purposes of Section 76E of the Companies Act, the exercise by the Directors of all the powers of the Company to purchase or otherwise acquire issued ordinary shares in the capital of the Company not exceeding in aggregate the Maximum Limit (as hereafter defined), at such price(s) as may be determined by the Directors from time to time up to the Maximum Price (as hereafter defined), by way of on-market purchase(s) on the ASX or, as the case may be, through one (1) or more duly licensed stockbrokers appointed by the Company for the purpose and otherwise in accordance with all other laws and regulations, including but not limited to, the Constitution of the Company, the provisions of the Companies Act and the ASX Listing Rules as may for the time being be applicable, be and is hereby authorised and approved generally and unconditionally (the **Share Buyback Mandate**);*

b) *the authority conferred on the Directors pursuant to the Share Buyback Mandate may be exercised by the Directors at any time and from time to time during the period commencing from the date of the passing of this Resolution and expiring on the earliest of:*

- i) the date on which the next annual general meeting is held or required by law to be held;*
- ii) the date on which the authority conferred by the Share Buyback Mandate is varied or revoked by the Company in general meeting; and*
- iii) the date on which the purchases or acquisitions of Shares by the Company pursuant to the Share Buyback Mandate are carried out to the full extent mandated;*

c) *in this Resolution:*

“Maximum Limit” means that number of Shares representing not more than 10% of the total number of issued Shares (excluding any treasury shares and subsidiary holdings) as at the date of the passing of this Resolution, unless the Company has effected a reduction of the share capital of the Company in accordance with the applicable provisions of the Companies Act, at any time during the Relevant Period, in which event the total number of issued Shares shall be taken to be the total number of issued Shares as altered (excluding any treasury shares and subsidiary holdings);

“Maximum Price”, in relation to a Share to be purchased or acquired, means the purchase price (excluding brokerage, stamp duties, applicable goods and services tax and other related expenses) which shall not exceed one hundred and five per cent (105%) of the Average Closing Price;

“Relevant Period” means the period commencing from the date on which this Resolution is passed and expiring on the date the next annual general meeting is held or is required by law to be held, whichever is the earlier, after the date of this Resolution; and

“Average Closing Price” means the volume weighted average market price for Securities in that class calculated over the last 5 days on which sales in the Securities were recorded before the day on which the purchase under the buy-back was made;

d) *the Directors and/or any of them be and are hereby authorised to deal with the Shares purchased or acquired by the Company, pursuant to the Share Buyback Mandate in any manner as they think fit, which is permitted under the Companies Act and the Company's Constitution; and*

e) *the Directors and/or any of them be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required, to approve any amendments, alterations or modifications to any documents, and to sign, file and/or submit any notices, forms and documents with or to the relevant authorities) as they and/or he may consider necessary, expedient, incidental or in the interests of the Company to give effect to the transactions contemplated and/or authorised by this Resolution.”*

BY ORDER OF THE BOARD

Lee Tamplin
Company Secretary

8 May 2023

Explanatory Statement

This Explanatory Statement has been prepared for the information of the Securityholders in connection with the business to be conducted at the Annual General Meeting to be held at 2:00PM (MYT) on 30 May 2023, physically at Menara HLX, Level 6, 3 Jalan Kia Peng, 50450 Kuala Lumpur, Malaysia and virtually by Zoom.

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 AGM are set out below.

Agenda

Ordinary business

2022 Annual Financial Report

Financial statements and reports

In accordance with the Constitution and the Companies 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 31 December 2022 together with the Statement of the Directors and the report of the Auditor.

Shareholders may view the Company's Annual Financial Report on its website at <https://www.netccentric.com/>.

No resolution is required for this item, but Securityholders 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:

- Conduct of the audit;
- Preparation and content of the Auditor's Report;
- Accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- 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 Auditor at Naveensasidaran@rsmsingapore.sg. 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 23 May 2023.

Resolutions

Resolution 1 – Re-election of Darren John Cooper as Director

Regulation 84 of the Company's Constitution provides that at the Company's annual general meeting, one third of the Directors for the time being, or if their number is not 3 or a multiple of 3, then the number nearest one third shall retire from office. Regulation 88 of the Company's Constitution provides that the Directors to retire at the annual general meeting shall be those who have been longest in office since their last election. Regulation 89 of the Company's Constitution provides that a retiring Director shall be eligible for re-election.

ASX Listing Rule 14.5 also provides that an entity which has Directors must hold an election of Directors at each annual general meeting.

Darren John Cooper was appointed as an additional Director of the Company on 1 September 2020 and was elected as a Director on 27 May 2021 at the 2021 Annual General Meeting.

Under this Resolution, Mr Cooper has elected to retire by rotation, and being eligible, seeks re-election as a Director of the Company at this AGM.

Darren John Cooper was appointed as an Independent Non-Executive Director of the Company on 1 September 2020. He has over 26 years senior and C-Suite management experience, having held roles with State and National responsibilities in banking & finance and property.

He is now Managing Director of a private consulting business, through which he provides strategy, operational improvement and leadership development services to a range of government and private-sector organisations. In addition to his role as a Non-Executive Director with Netccentric, Darren is the Board Chair of The Go2 People Ltd (ASX:G02) and Spectur Ltd (ASX:SP3).

Darren is also active in the not-for-profit / "for purpose" space, being Board Chair of Ocean Gardens Retirement Village Inc. Darren holds a Bachelor of Business (Curtin University), a Graduate Diploma in Finance (Edith Cowan University) and a Masters of Applied Finance (Macquarie University), and is a Graduate of the Australian Institute of Company Directors (GAICD).

Directors' recommendation

The Directors (excluding Darren John Cooper) recommend that Securityholders vote for this Resolution.

Resolution 2 - Approval of Re-appointment of Auditor

The current auditor, RSM Chio Lim LLP, were re-appointed as auditor of the Company on 26 May 2022 at the Company's 2022 Annual General Meeting.

Section 205(2) of the Companies Act states:

"A company must at each annual general meeting of the company appoint an accounting entity or accounting entities to be the auditor or auditors of the company, and any auditor or auditors so appointed hold office, subject to this section, until the conclusion of the next annual general meeting of the company."

The Board has been satisfied with the services of RSM Chio Lim LLP as auditor of the Company and thanks RSM Chio Lim LLP for these services and proposes to re-appoint them as auditor of the Company for the 2023 financial year.

Resolution 2, being an ordinary resolution, seeks that RSM Chio Lim LLP be re-appointed as auditor of the Company until the conclusion of the next annual general meeting of the Company and the Directors be authorised to agree the remuneration with the Auditor as deemed appropriate.

Directors' recommendation

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

Resolution 3 – Approval of Director Emoluments

Section 169 of the Companies Act requires that Directors' emoluments (which include fees as well as non-cash benefits) in respect of their office as such be approved by Securityholders. Securityholders previously set the maximum aggregate non-executive Directors' fees for the financial year ended 31 December 2022 at \$160,000 of which only \$109,500 (approximately SGD\$104,857) was paid to non-executive Directors as remuneration.

As it is not proposed to increase the Directors' emoluments from that amount that was approved at the Company's last annual general meeting, being \$160,000, approval is not required under ASX Listing Rule 10.17 and approval is therefore being sought in accordance with Section 169 of the Companies Act only.

Resolution 3 therefore, seeks approval for the proposed maximum aggregate Directors' fees payable to all of its non-executive Directors to be set at \$160,000 for the financial year ending 31 December 2023.

The proposed level of permitted fees does not mean that the Company must pay the entire amount of the approved as fees in each year. However, the Board considers that it is reasonable and appropriate to establish this amount as this will enable the Company to pay appropriate remuneration to its non-executive Directors, provide the Company with the flexibility to attract appropriately qualified Directors and to act quickly if the circumstances require it.

The Remuneration Committee reviews and approves the Company's remuneration policy in order to ensure that the Company is able to attract and retain executives and directors who will create value for Securityholders, having regard to the amount considered to be commensurate for an entity of the Company's size, complexity and level of activity as well as the relevant Directors' time, commitment and responsibility.

Resolution 3, being an ordinary resolution, seeks approval for the proposed maximum aggregate Directors' fees of \$160,000 for the financial year ending 31 December 2023.

Directors' recommendation

The Board of Directors recommend that Securityholders vote for this Resolution, noting that the non-executive Directors have an interest in their remuneration.

Resolution 4 – Approval of Authority to Issue Shares and Instruments

Section 161 of the Companies Act requires that the issue of any new Shares or other securities in the Company be approved by Securityholders.

Resolution 4 therefore seeks approval for the Directors to be empowered to issue Shares and other securities in the Company from the date of the Meeting to the conclusion of the next annual general meeting of the Company or the date by which next annual general meeting for the Company is required by law to be held, whichever is the earlier.

This authority will, unless revoked or varied at a general meeting of the Company, expire at the conclusion of the next annual general meeting of the Company.

Resolution 4 is not seeking approval for:

- (a) the issue of securities in the Company pursuant to the requirements of Listing Rule 7.1 or

Listing Rule 7.1A; or

- (b) the issue of securities to related parties pursuant to the requirements of Listing Rule 10.11 or Listing Rule 10.14.

Resolution 4 will therefore be subject to the Listing Rules, in particular:

- (a) Listing Rule 7.1, which provides that the Company must not, subject to specified exceptions, issue or agree to issue, without Securityholder approval, more securities during any 12-month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period;
- (b) Listing Rule 10.11, which provides that the Company must not issue new securities to a related party and certain other persons without Securityholder approval; and
- (c) Listing Rule 10.14 which provides that the Company must not issue new securities under an employee share plan to a Director or an associate of a Director without Securityholder approval.

Resolution 4 is an ordinary resolution.

Directors' Recommendation

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

ASX Listing Rule 7.1A

Resolution 5 – ASX Listing Rule 7.1A Approval of Future Issue of Securities

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 the date of this Notice of Meeting, the Company has a market capitalisation of approximately \$18 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 Securityholder 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 Securityholder 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 Securityholder 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 Securityholder approval set out in Listing Rule 7.1.

Information Required by ASX Listing Rule 7.3A

The following information is provided to Securityholder 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 Securityholders 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 Securityholders 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) raising funds to further develop the Company's business;
- (b) raising funds for possible acquisitions, joint ventures or strategic alliances; and
- (c) raising funds to be applied to the Company's 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 Securityholders' 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:

Variable “A” ASX Listing Rule 7.1A.2		Potential Dilution and Funds Raised		
		\$0.032 50% decrease in issue price	\$0.064 issue price ^(b)	\$0.128 100% increase in issue price
“A” is the number of shares on issue, ^(a) being 283,011,662 Shares	10% voting dilution ^(c)	28,301,166	28,301,166	28,301,166
	Funds raised	\$905,637	\$1,811,275	\$3,622,549
“A” is a 50% increase in shares on issue, being 424,517,493 Shares	10% voting dilution ^(c)	42,451,749	42,451,749	42,451,749
	Funds raised	\$1,358,456	\$2,716,912	\$5,433,824
“A” is a 100% increase in shares on issue, being 566,023,324 Shares	10% voting dilution ^(c)	56,602,332	56,602,332	56,602,332
	Funds raised	\$1,811,275	\$3,622,549	\$7,245,098

Notes:

- (a) Based on the total number of fully paid ordinary Shares on issue as at 19 April 2023.
- (b) Based on the closing price of the Company's Shares on ASX as at 19 April 2023.
- (c) The table assumes that the Company issues the maximum number of ordinary Shares available to be issued under Listing Rule 7.1A.
- (d) 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.
- (e) 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 Companies 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 Securityholders 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 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 Securityholders must be in favour of this Resolution.

Directors' recommendation

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

Resolution 6 – Ratification of Prior Agreement to issue Chess Depositary Interests

Background

As announced by the Company on 21 December 2022, the Company entered into an agreement to increase its shareholding in its majority-owned performance marketing agency, Plata and Punta Sdn. Bhd. (**Plata & Punta**) from 51% to 76.5%. As consideration for the additional 25.5% ownership of Plata & Punta shares the Company agreed to issue up to 2,289,160 Chess Depositary Interests (**New CDIs**) to two of Plata & Punta's co-founders, Desmond Kiu Fa Lung and Mohammud Ziaouddin Namooya (**P&P Vendors**).

Half (1,144,580) of the New CDIs will be issued as upfront consideration (**Upfront CDIs**), with the remainder split in two equal tranches to be issued subject to the achievement of earnout performance milestones linked to the financial year ending 31 December 2022 and 2023 revenue and EBITDA targets (**Earnout CDIs**). If a performance milestone is not achieved in an earnout year, no earnout shall be given for that year and the earnout will be carried forward to the following year's performance milestone. The performance milestone in respect of the financial year ending 31 December 2022 was not met and as such that portion of the earnout has been carried forward to the 31 December 2023 performance milestone. If a performance milestone is not achieved for two consecutive years, no more carry forward earnout will be permitted. Each upfront and earnout (if any) tranche is to be escrowed for 12 months.

ASX Listing Rule 7.1

This Resolution proposes that Securityholders of the Company approve and ratify the prior agreement to issue the Upfront CDIs to the P&P Vendors which was made on 21 December 2022 (**Date of Agreement to Issue**) or, in the event that the Upfront CDIs have been issued to the P&P Vendors prior to the date of the AGM, that Securityholders of the Company approve and ratify the issue of the Upfront CDIs.

All of the New CDIs were agreed to be issued by utilising the Company's existing capacity under 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 securityholders over any 12-month period to 15% of the fully paid ordinary securities it had on issue at the start of that period.

The agreement to issue the New CDIs did not fit within any of the exceptions to Listing Rule 7.1

and, as it has not been approved by the Company's Securityholders, 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 Securityholder approval under Listing Rule 7.1 for the 12-month period following the Date of Agreement to Issue.

Listing Rule 7.4 allows the Securityholders of a listed company to approve an issue of equity securities after it has been made or agreed to be made provided the securities will be issued within 3 months after the date of the Meeting. 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 Securityholder approval under Listing Rule 7.1. As the Earnout CDIs (if earned) will be issued no later than 3 months after the date of this meeting approval is being sought for the agreement to issue, or in the event they have been issued prior to the date of the AGM the issue of, the Upfront CDIs portion of the New CDIs only, being 1,144,580 CDIs.

The Company wishes to retain as much flexibility as possible to issue additional equity securities into the future without having to obtain Securityholder approval for such issues under Listing Rule 7.1.

To this end, this Resolution seeks Securityholder approval to subsequently approve the agreement to issue, or in the event they have been issued prior to the date of the AGM the issue of, the Upfront CDIs for the purposes of Listing Rule 7.4.

If this Resolution is passed, the agreement to issue the Upfront CDIs will be excluded in calculating the Company's 15% capacity to issue equity securities under Listing Rule 7.1 without Securityholder approval over the 12-month period following the Date of the Agreement to Issue.

If this Resolution is not passed, the agreement to issue the Upfront CDIs will be included in calculating the Company's 15% capacity to issue equity securities under Listing Rule 7.1 without Securityholder approval over the 12-month period following the Date of the Proposed Agreement to Issue.

Information required by ASX Listing Rule 7.5

The following information is provided to Shareholders for the purposes of Listing Rule 7.5.

- (a) The Upfront CDIs are agreed to be issued to the P&P Vendors being:
 - i. Desmond Kiu Fa Lung – 1,032,367 Upfront CDIs; and
 - ii. Mohammad Ziaouddin Namooya - 112,213 Upfront CDIs
- (b) On 21 December 2022, the Company entered into an agreement to issue up to 2,289,160 CDI's to the P&P Vendors as consideration for their 25.5% holding in Plata and Punta Sdn. Bhd. The number of Upfront CDIs proposed to be issued are 1,144,580 being half of the New CDIs.
- (c) When issued, the Upfront CDIs will be fully paid on issue and will rank equally in all aspects with all existing fully paid ordinary CDIs previously issued by the Company.
- (d) If the Upfront CDIs have not been issued prior to the date of this AGM it is anticipated that they will be issued as soon as possible after the AGM and in any case within 3 months of Securityholder approval being obtained by the Company.
- (e) Each of the Upfront CDI's will be issued at a notional issue price of \$0.10 per Upfront CDI.
- (f) The Upfront CDIs are agreed to be issued in consideration for the P&P Vendors' 25.5% holding in Plata and Punta Sdn. Bhd. and as such, funds will not be raised from the issue of the Upfront CDIs.
- (g) The Upfront CDIs are agreed to be issued under a Share Sale Agreement between the Company and the P&P Vendors. The material terms of the agreement are set out in

Annexure A of this Notice.

Directors' recommendation

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

Resolution 7 – Adoption of Employee Securities Incentive Plan

Background

The Company's Employee Securities Incentive Plan (**Incentive Plan**) was last approved by Securityholders of the Company on 9 July 2020. As the approval lasts for three years and would therefore lapse on 9 July 2023, the Company seeks Securityholder approval to re-adopt the Incentive Plan for the purposes set out in this Explanatory Statement.

The Company considers that it is desirable to maintain the Incentive Plan to enable the Company to issue shares, options or performance rights (**Incentive Securities**) to eligible Directors and employees in order to attract, motivate and retain such persons and to provide them with an incentive to deliver growth and value to the Company and its Securityholders.

A summary of the key terms of the Incentive Plan is set out in Annexure B, and a copy of the rules of the Incentive Plan is available upon request from the Company.

ASX Listing Rules

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.

If this Resolution is approved by Securityholders for all purposes under the ASX Listing Rules, including ASX Listing Rule 7.2 (exception 13(b)), it will have the effect of enabling the securities issued by the Company under the Incentive Plan to be automatically excluded from the formula to calculate the number of securities which the Company may issue in any 12 month period using Listing Rule 7.1 (15% capacity) during the next three year period.

Since the Incentive Plan was approved by Securityholders on 9 July 2020, the Company advises that it has issued 11,000,000 unlisted options under the Incentive Plan. If this Resolution is approved by Securityholders, the Company will issue up to a maximum of 15,000,000 Incentive Securities under the Incentive Plan during the three-year period following approval.

Directors Recommendation

The Board of Directors recommend that Securityholders vote for this Resolution

Resolution 8 – Change of Company Name

In accordance with section 28(1) of the Companies Act, if a company wants to change its name, it must pass a special resolution adopting a new name. It is proposed approve the Company's name being changed from "Netccentric Limited" to "Xamble Group Limited". The Board has approved this change of name subject to the approval of Securityholders.

The Company also proposes to change its ASX ticker code from 'NCL' to 'XGL' to reflect this change, subject to confirmation by ASX.

Derived from the core word "assemble", Xamble is pronounced as 'x-em-bl', and reflects the Group's vision of 'Assembling Communities' to deliver prosperity and value to its ecosystem of brands, influencers or 'creators', and consumers. The Group has worked with more than 300 brands including the likes of KFC, Unilever, P&G and Hasbro, and has access to over 20,000

influencers that reach over 20 million consumers in Malaysia, Singapore and Taiwan.

The corporate rebrand coincides with the release of Netccentric's new app, Xamble Creators, which improves collaboration between micro and nano influencers and brands. It enables influencers to better monetise their content and networks. Xamble Creators allows these influencers to find interest-aligned brand campaigns, be invited to participate in exclusive brand campaigns, and receive payment for their content.

The platform will soon be integrated with Open AI's ChatGPT to provide influencers with suggested social media posts based on the campaign brief and preferred tone of voice. The Group is also introducing a visual representation of the new brand called "Xb". Xb is a virtual robot that will appear across the Group's platforms and will provide virtual tutorials and suggested social media posts to its influencers.

This change in name will not in itself, affect the legal status of the Company or any of its assets or liabilities.

Resolution 8 is a special resolution and, therefore, requires approval of 75% or more of all votes cast by securityholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a member which is a corporation a representative).

In accordance with section 28(2) of the Companies Act, the change of name will take effect when ACRA registers the Company under the new name and issues the Company a notice of incorporation of the Company under the new name. The name "Xamble Group Limited" has been reserved by the Company.

Directors' Recommendation

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

Resolution 9 – Approval of Share Buy-Back Mandate

The Company is incorporated in Singapore and, pursuant to the Company's Constitution and the Companies Act, has the ability to buy-back its Shares. Accordingly, the Company seeks Shareholder approval, in accordance with Section 76E of the Companies Act, to have the discretion to conduct a buy-back and cancel (or hold as treasury shares) 28,301,166 Shares (being up to a maximum of 10% of the total number of Shares on issue) through an on-market buy-back during the period commencing on the date on which this Resolution is passed (if it is passed) and expiring on the date the next annual general meeting is held or is required by law to be held, whichever is the earlier, after the date of this Resolution.

For the purposes of Resolution 9 and in accordance with ASX Guidance Note 5 in relation to corporate actions involving CDIs, the term "Shares" is used to represent the holdings of CDI holders and each holder of CDIs will be treated as if it was a holder of a corresponding number of underlying securities.

ASX has confirmed that, pursuant to ASX Listing Rule 7.36, the Company is required to undertake the on-market buy back in accordance with the ASX Listing Rules and the applicable provisions of the Corporations Act, as if it were an entity subject to the requirements of the Corporations Act.

The Company notes that, in complying with Section 76E of the Companies Act, the Company will comply with Section 257C(1) of the Corporations Act for on-market buy-backs, which states that shareholder approval is required for a buyback if a company proposes to buy-back more than 10% of the smallest number of shares on issue during the last 12 months.

The Company further notes that, pursuant to Section 257B of the Corporations Act, were the Company an Australian company it would not be required to seek Securityholder approval to conduct the on-market buy-back as it does not intend to buy back more than 10% of the smallest

number of shares it has had on issue during the last 12 months. The maximum limit to be bought back in accordance with this Resolution is 28,301,166 Shares which represents 10% of the Company's smallest number of shares on issue during the last 12 months being 283,011,666. However as obtaining Securityholder approval is required under Singapore Law, the Company deems it prudent and in the interests of its Securityholders to provide such information as would typically be expected to be disclosed under the applicable provisions of the Corporations Act.

In addition, the Company also intends to comply with all applicable provisions under the ASX Listing Rules, including but not limited to, ASX Listing Rule 7.33 and ASX Listing Rule 3.8A.

This Explanatory Statement sets out information that is material to the Securityholders' decision on how to vote on the buy-back resolution, including the reasons for the buy-back resolution, including the reasons for the buy-back, the applicable terms, the financial implications and the possible advantages and disadvantages of the on-market buy-back.

Securityholders should note that this is a permissive Resolution and does not oblige or require the Company to buy back Shares. Securityholders should note that there is no guarantee that the Company will buy-back the maximum number of Shares permitted under the Share Buyback Mandate if the Resolution is passed. The Company reserves the right to suspend or terminate the Share Buyback Mandate at any time. The size and timing of any Share buy-backs will be determined by the Board.

Resolution 9 seeks approval of the Securityholders for the proposed Share Buyback Mandate.

Resolution 9 will be approved if more than 50% of votes cast at the Meeting on the Resolution are in favour of the Resolution.

Reasons for buy-back

The Company's goal is to manage its capital to achieve the most efficient capital structure and optimise returns to Securityholders. By obtaining Securityholder approval to have the discretion to conduct an on-market buy-back during the Relevant Period, the Company is of the opinion that it will have the ability to use the Company's cash reserves to return value to its Securityholders should such circumstances arise where the Company believes it would be beneficial to do so.

An on-market buy-back gives Securityholders the choice whether to hold or sell their Shares over the buy-back period, whereas under other alternatives (such as an equal capital reduction or off-market equal access buy-back) Securityholders may not be given such flexibility. Further the on-market Share buy-back is simpler to implement than other forms of capital return.

Advantages and disadvantages of the buy-back

Should the Company choose to proceed with an on-market buy-back general advantages include:

- (a) purchases on-market can be tailored to changing market conditions;
- (b) the Company has complete flexibility to adjust the volume of Shares bought and can stop buying at any time; and
- (c) implementation of an on-market buy-back is simple and cost effective.

Securityholders should also be aware that, among other things, some of the disadvantages of the buy-back include:

- (a) the Company's net assets will be reduced by the amount expended on the buy-backs; and
- (b) the buy-backs may provide some liquidity in the Shares in the short term however may result in reducing the liquidity in the Shares in the long term due to a smaller number of Shares on issue for trading.

Number of Shares subject to buy-back

As at 1 May 2023, the Company has 283,011,666 Shares on issue and seeks to buy-back up to 28,301,166 Shares, representing 10% of the total issued share capital as at the date of this Notice.

If the buy-back is fully completed, the Company will have 254,710,500 Shares on issue (excluding treasury shares and any shares issued after the date of this Notice). The Company will offer to buy-back Shares on-market through transactions on the ASX. Since an on-market buy-back involves Shares being acquired at the market price of Shares at that time, it is not possible to anticipate the value (and therefore the number) of Shares that may actually be bought back and cancelled or held as treasury shares. As a result, the Company is not required to buy-back a specific number of Shares or a minimum specified value of Shares over any period. The Company reserves the right not to buy-back any Shares at all.

Buy-back Price

The Shares will be bought back at the quoted selling price of the Shares on the ASX. In accordance with ASX Listing Rule 7.33, the price payable by the Company to buy-back Shares cannot be more than 5% above the volume weighted average market price per share for the last 5 days on which trades were recorded before the day of the buy-back. It should be noted that the Company cannot give any assurance as to the likely average price per share to be paid by the Company under the on-market buy-back. It will be a matter for Securityholders to determine with reference to their own individual circumstances (after taking independent advice, if appropriate) whether they want to sell their Shares on the ASX and, if so, the price at which they are prepared to sell their Shares.

Timing

If Resolution 9 is approved, it is intended that the on-market buy-backs (if any) will be undertaken at such time(s) as the Directors in their discretion may decide within the period set out in paragraph (b) of Resolution 9.

Financial Implications of the buy-back

The buy-back will be funded from the Company's available cash reserves. The Directors have determined that the buy-back will not materially prejudice the Company's ability to pay its creditors. As at 31 December 2022, the Company had consolidated net assets of SGD5,204,733, including SGD4,307,791 of consolidated cash reserves available as a source of funding the buy-back. The actual amount of the buy-back to be funded will not be determined until the completion of the buy-back program. The exact impact on earnings per Share of any buy-back cannot be determined until the buy-back is completed and will depend on the number of Shares bought back, the volume-weighted average buy-back price and the source of funds used to fund the buy-back program.

A buy-back may decrease the ASX trading volumes and liquidity in the Shares. It is not however possible to determine the extent of any potential decrease in liquidity at this time. Whilst it is not possible to anticipate the total actual amount that the Company will expend on paying for the Shares, the buy-back is not expected to materially and adversely affect net assets of the Company.

Effect on Control of the Company

It is not expected that there will be any effect on control of the Company following the buy-back.

Tax implications

Approval of Resolution 9 will not result in any tax implications for Securityholders if they do not sell their Shares. However, if a Securityholder chooses to participate in the buy-back by selling their Shares then that Securityholder should obtain specific tax advice on the treatment of the sale of their Shares taking into account their particular circumstances.

Directors' holdings

The following table shows the relevant voting interest that each Director would have if the Company bought back all 10% of the issued Shares under the proposed Share buy-back mandate and if no Directors' Shares or Shares in which the Directors have an interest were sold:

Name	Number of Shares Held	Voting Interest (pre buyback)	Voting Interest (post buyback)
Ganesh Kumar Bangah	217,273,851	76.77%	85.30%
Darren John Cooper	1,085,331	0.38%	0.43%
Robert William Sultan	883,333	0.31%	0.35%
Joanne Khoo Su Nee	Nil	0%	0%

The Directors do not intend to participate in any buy-back program.

Directors' Recommendation

The Directors recommend that Securityholders vote in favour of the buy-back resolution

Enquiries

Securityholders are asked to contact the Company Secretary on Lee.Tamplin@automicgroup.com.au if they have any queries in respect of the matters set out in these documents.

Glossary

Annual Financial Report means the 2022 Annual Report to Shareholders for the financial year ended 31 December 2022 as lodged by the Company with ASX on 31 March 2023 and includes the Audited Financial Statements, the Statement of the Directors and Auditor's Report.

Annual General Meeting or AGM or Meeting means an Annual General Meeting of the Company and, unless otherwise indicated, means the meeting of the Company's members convened by this Notice of Meeting.

Associate has the meaning given to it by the ASX Listing Rules.

ASX means ASX Limited ACN 008 624 691 or the financial market operated by it, as the context requires, of 20 Bridge Street, Sydney, NSW 2000.

ASX Listing Rules or Listing Rules means the official ASX Listing Rules of the ASX and any other rules of the ASX which are applicable while the Company is admitted to the official list of the ASX, as amended or replaced from time to time, except to the extent of any express written waiver by the ASX.

Auditor means RSM Chio LLP.

Auditor's Report means the auditor's report of the Auditor dated 31 March 2023 as included in the Annual Financial Report.

Board means the current board of Directors of the Company.

CDI means a CHESS Depository Interest issued by Chess Depository Nominees Pty Ltd, where each CDI represents a beneficial interest in one Share.

CDI Holder means the holder of one or more CDIs.

CDI Voting Instruction Form means the CDI Voting Instruction form attached to the Notice of Meeting.

Chair means the person chairing the Meeting.

Companies Act means the Companies Act 1967 of Singapore as amended or replaced from time to time.

Company or Netccentric means Netccentric Limited ARBN 605 927 464.

Constitution means the Company's constitution.

Director means a current director of the Company.

Dollar or "\$" means Australian dollars.

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

Incentive Plan means the employee incentive scheme entitled "Employee Securities Incentive Plan" for which Shareholder approval is being sought for the adoption of under Resolution 7 of the Notice of Meeting.

Notice of Meeting or Notice of Annual General Meeting means the notice of annual general meeting dated 8 May 2023 including the Explanatory Statement.

Option means an option which, subject to its terms, could be exercised into a Share.

Ordinary Resolution means a resolution that can only be passed if more than 50% of the total votes cast by Shareholders entitled to vote on the resolution are voted in its favour at the meeting.

Performance Right means a performance right which, subject to its terms, could convert to a Share.

Proxy Form means the proxy form attached to this Notice of Meeting.

Remuneration Report means the remuneration report as set out in the Annual Financial Report.

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

Restricted Voter means a member of the Company's KMP and any Closely Related Parties of those members.

Securities means CDIs, Shares and/or Options (as the context requires).

Securityholder means CDI Holders and Shareholders (as the context requires).

Share means a fully paid ordinary share in the capital of the Company or CDI (as the context requires).

Shareholder means a holder of a Share.

Share Registry means Automic Pty Ltd.

Special Resolution means a resolution that can only be passed if at least 75% of the total votes cast by Shareholders entitled to vote on the resolution are voted in its favour at the meeting.

Trading Day has the meaning given to that term in ASX Listing Rule 19.12.

Annexure A – Summary of the Plata & Punta Agreement

The material terms of the Share Sale Agreement (**Agreement**) with the P&P Vendors referred to in Resolution 6 are as follows:

1. Contracting Parties: Desmond Kiu Fa Lung, Mohammad Ziaouddin Namoooya (together the **P&P Vendors**) and Netccentric Limited (**Purchaser**).
2. Date of Agreement: 20 December 2022.
3. Purpose: Subject to the fulfilment (and/or waiver in writing) of the Conditions Precedent and the terms of the Agreement, the P&P Vendors shall sell and the Purchaser shall purchase the Sale Shares from the P&P Vendors free from all Encumbrances. The Sale Shares shall be sold together with all rights, interests and benefits now or hereafter attaching to them, including all rights to any dividend or other distribution declared made or paid on or after Completion.
4. Purchase Price: Is AUD114,458 payable in the form of an issue of 1,144,580 CDIs in the Purchaser at an issue price of AUD0.10 per CDI (**Consideration CDIs**). The Purchase Price for the Sale Shares was arrived at and agreed based on willing buyer willing seller basis.
5. Earnout: Subject to the achievement of KPI 1 and KPI 2 respectively the Purchaser shall pay to the P&P Vendors Earnout A and Earnout B respectively.
6. Conditions Precedent:
 - a. A new Shareholders' Agreement (**New SHA**) to be entered into between the Purchaser, Company and Lim Chung Hoong;
 - b. The Purchaser's board of directors approving the acquisition of Sale Shares and execution of the Agreement and New SHA;
 - c. The Company's board of directors and members' resolution (if required) approving the transfer and registration of the Sale Shares to the Purchaser, the issuance of new shares certificates of Sale Shares in the name of the Purchase, entry of the Purchaser's name in register of members of Company and execution of the New SHA; and
 - d. The Purchase's board of directors approving the issuance and allotment of Consideration CDIs to the P&P Vendors.
7. Interpretation (amongst others):
 - a. **Company** means Plata and Punta Sdn. Bhd.
 - b. **Completion** shall take place within three days of all Conditions Precedent being satisfied or waived.
 - c. **Earnout A** means AUD57,229 payable in the form of an issue of 572,290 CDIs in the Purchaser at an issue price of AUD0.10 per CDI.
 - d. **Earnout B** means AUD57,229 payable in the form of an issue of 572,290 CDIs in the Purchaser at an issue price of AUD0.10 per CDI.
 - e. **Encumbrances** means any mortgage, deposit, charge (whether fixed or floating), assignment, pledge, lien, option, right of pre-emption, right of retention of title or any other form of security interest and/or arrangement of whatsoever nature securing any obligation (including any conditional obligation) of any person or any other types of preferential agreements having similar effect.
 - f. **KPI 1** means Company revenue in FY2022 of RM7,42,000 and EBITDA of RM364,220
 - g. **KPI 2** means Company revenue in FY2023 of RM8,162,000 and EBITDA of RM500,642
 - h. **Sale Shares** means 102 Ordinary Shares representing 25.5% of the issued and paid up share capital of the Company held by the P&P Vendors.

Annexure B – Summary of Employee Securities Incentive Plan (Plan)

The full terms of the Plan may be inspected at the registered office of the Company during normal business hours. A summary of the terms of the Plan is set out below.

1. Definitions

Eligible Participants means a person that is at least 18 years old who is not an undischarged bankrupt and is an employee or director (whether executive or non-executive) of a member of the Group, or otherwise a person that has been determined by the Board to be eligible to participate in the Plan from time to time.

Convertible Security means a Security exercisable for Plan Share(s) in accordance with the terms and conditions of the Plan, including an Option or performance right.

Market Value means, at any given date, the volume weighted average price per Share traded on the ASX over the 5 trading days immediately preceding that given date, unless otherwise specified in an invitation.

Participant means an Eligible Participant who has been granted and Security under the Plan.

Plan Share means all Shares issued or transferred to a Participant under the Plan, including upon the valid exercise of a Convertible Security.

Security means a security in the capital of the Company granted under the Plan, including a Plan Share, Option, performance right or other Convertible Security.

2. Purpose

The purpose of the Plan is to:

- (a) Assist in the reward, retention and motivation of Eligible Participants
- (b) Link the rewards of Eligible Participants to Shareholder value creation; and
- (c) Align the interests of Eligible Participants with Shareholders of the Group (being the Company and each of its Associated Bodies Corporate), by providing an opportunity to Eligible Participants to receive an equity interest in the Company in the form of securities.

3. Plan administration

The Plan will be administered by the Board. The Board may exercise any power or discretion conferred on it by the Plan rules in its sole and absolute discretion. The Board may delegate its powers and discretion.

4. Eligibility, invitation and application

- (a) The Board may from time to time determine that an Eligible Participant may participate in the Plan and make an invitation to that Eligible Participant to apply for Securities on such terms and conditions as the Board decides.
- (b) On receipt of an invitation, an Eligible Participant may apply for the Securities the subject of the invitation by sending a completed application form to the Company. The Board may accept an application from an Eligible Participant in whole or in part.
- (c) If an Eligible Participant is permitted in the invitation, the Eligible Participant may, by notice in writing to the Board, nominate a party in whose favour the Eligible Participant wishes to renounce the invitation.

5. Grant of Securities

The Company will, to the extent that it has accepted a duly completed application, grant the Participant the relevant number of Securities, subject to the terms and conditions set out in the invitation, the Plan rules and any ancillary documentation required.

6. Terms of Convertible Securities

Prior to a Convertible Security being exercised a Participant does not have any interest (legal, equitable or otherwise) in any Share the subject of the Convertible Security by virtue of holding the Convertible Security. A Participant may not sell, assign, transfer, grant a security interest over or otherwise deal with a Convertible Security that has been granted to them. A Participant must not enter into any arrangement for the purpose of hedging their economic exposure to a Convertible Security that has been granted to them.

7. Vesting of Convertible Securities

Any vesting conditions applicable to the grant of a Convertible Securities will be described in the invitation. If all the vesting conditions are satisfied and/or otherwise waived by the Board, a vesting notice will be sent to the Participant by the Company informing them that the relevant Convertible Securities have vested. Unless and until the vesting notice is issued by the Company, the Convertible Securities will not be considered to have vested. For the avoidance of doubt, if the vesting conditions relevant to a Convertible Security are not satisfied and/or otherwise waived by the Board, that Convertible Security will lapse.

8. Exercise of Convertible Securities and cashless exercise

To exercise a Convertible Security, the Participant must deliver a signed notice of exercise and, subject to a cashless exercise of Convertible Securities (see below), pay the exercise price (if any) to or as directed by the Company, at any time prior to the earlier of any date specified in the vesting notice and the expiry date as set out in the invitation.

An invitation may specify that at the time of exercise of the Convertible Securities, the Participant may elect not to be required to provide payment of the exercise price for the number of Convertible Securities specified in a notice of exercise, but that on exercise of those Convertible Securities the Company will transfer or issue to the Participant that number of Shares equal in value to the positive difference between the Market Value of the Shares at the time of exercise and the exercise price that would otherwise be payable to exercise those Convertible Securities.

A Convertible Security may not be exercised unless and until that Convertible Security has vested in accordance with the Plan rules, or such earlier date as set out in the Plan rules.

9. Delivery of Shares on exercise of Convertible Securities

As soon as practicable after the valid exercise of a Convertible Security by a Participant, the Company will issue or cause to be transferred to that Participant the number of Shares to which the Participant is entitled under the Plan rules and issue a substitute certificate for any remaining unexercised Convertible Securities held by that Participant.

10. Forfeiture of Convertible Securities

Where a Participant who holds Convertible Securities ceases to be an Eligible Participant or becomes insolvent, all unvested Convertible Securities will automatically be forfeited by the Participant, unless the Board otherwise determines in its discretion to permit some or all of the Convertible Securities to vest.

Where the Board determines that a Participant has acted fraudulently or dishonestly, or wilfully breached his or her duties to the Group, the Board may in its discretion deem all unvested Convertible Securities held by that Participant to have been forfeited.

Unless the Board otherwise determines, or as otherwise set out in the Plan rules"

- (a) Any Convertible Securities which have not yet vested will be forfeited immediately on the date that the Board determines (acting reasonably and in good faith) that any applicable vesting conditions have not been met or cannot be met by the relevant date; and

- (b) Any Convertible Securities which have not yet vested will be automatically forfeited on the expiry date specified in the invitation.

11. Change of control

If a change of control event occurs in relation to the Company, or the Board determines that such an event is likely to occur, the Board may in its discretion determine the manner in which any or all of the Participant's Convertible Securities will be dealt with, including, without limitation, in a manner that allows the Participant to participate in and/or benefit from any transaction arising from or in connection with the change of control event.

12. Rights attached to Plan Shares

All Plan Shares will rank pari passu in all respects with the Shares of the same class and will trade on the ASX in the form of CDIs. A Participant will be entitled to any dividends declared and distributed by the Company in the Plan Shares and may participate in any dividend reinvestment plan operated by the Company in respect of Plan Shares. A participant may exercise any voting rights attaching to Plan Shares.

13. Disposal restrictions on Plan Shares

If the invitation provides that any Plan Shares are subject to any restrictions as to the disposal or other dealing by a Participant for a period, the Board may implement any procedure it deems appropriate to ensure the compliance by the Participant with this restriction.

For so long as a Plan Share is subject to any disposal restrictions under the Plan, the Participant will not:

- (a) Transfer, encumber or otherwise dispose of, or have a security interest granted over that Plan Share; or
- (b) Take any action or permit another person to take any action to remove or circumvent the disposal restrictions without the express written consent of the Company.

14. Adjustment of Convertible Securities

If there is a reorganisation of the issued share capital of the Company (including any subdivision, consolidation, reduction, return or cancellation of such issued capital of the Company), the rights of each Participant holding Convertible Securities will be changed to the extent necessary to comply with the Listing Rules applicable to a reorganisation of capital at the time of the reorganisation.

If Shares are issued by the Company by way of bonus issue (other than an issue in lieu of dividends or by way of dividend reinvestment), the holder of Convertible Securities is entitled, upon exercise of the Convertible Securities, to receive an allotment of as many additional Shares as would have been issued to the holder if the holder held Shares equal in number to the Shares in respect of which the Convertible Securities are exercised.

Unless otherwise determined by the Board, a holder of Convertible Securities does not have the right to participate in a pro rata issue of Shares made by the Company or sell renounceable rights.

15. Participation in new issues

There are no participation rights or entitlements inherent in the Convertible Securities and holders are not entitled to participate in any new issue of Shares of the Company during the currency of the Convertible Securities without exercising the Convertible Securities.

16. Amendment of Plan

Subject to the following paragraph, the Board may at any time amend any provisions of the Plan rules, including (without limitation) the terms and conditions upon which any Securities

have been granted under the Plan and determine that any amendments to the Plan rules be given retrospective effect, immediate effect or future effect.

No amendment to any provision of the Plan rules may be made if the amendment materially reduces the rights of any Participant as they existed before the date of the amendment, other than an amendment introduced primarily for the purpose of complying with legislation or to correct manifest error or mistake, amongst other things, or is agreed to in writing by all Participants.

17. Plan duration

The Plan continues in operation until the Board decides to end it. The Board may from time to time suspend the operation of the Plan for a fixed period or indefinitely, and may end any suspension. If the Plan is terminated or suspended for any reason, that termination or suspension must not prejudice the accrued rights of the Participants.

If a Participant and the Company (acting by the Board) agree in writing that some or all of the Securities granted to that Participant are to be cancelled on a specified date or on the occurrence of a particular event, then those Securities may be cancelled in the manner agreed between the Company and the Participant.



Voting Instruction Form

If you are attending the meeting
in person, please bring this with you
for Securityholder registration.

Netccentric Limited | ARBN 605 927 464

Holder Number:

Your CDI Voting Instruction Form must be received **2.00pm (MYT) / 4:00pm (AEST) on Sunday, 28 May 2023** being **not later than 48 hours** before the commencement of the Meeting. Any CDI Voting Instruction instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR VOTING INSTRUCTION ONLINE

Vote online at <https://investor.automic.com.au/#/loginsah>

Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting form.

- ✓ **Save Money:** help minimise unnecessary print and mail costs for the Company.
- ✓ **It's Quick and Secure:** provides you with greater privacy, eliminates any postal delays and the risk of potentially getting lost in transit.
- ✓ **Receive Vote Confirmation:** instant confirmation that your vote has been processed. It also allows you to amend your vote if required.



SUBMIT YOUR VOTING INSTRUCTION BY PAPER

Complete the form overleaf in accordance with the instructions set out below.

YOUR NAME AND ADDRESS

The name and address shown above is as it appears on the Company's security register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: <https://investor.automic.com.au/#/home> Securityholders sponsored by a broker should advise their broker of any changes.

HOW TO VOTE ON ITEMS OF BUSINESS

Each CHESS Depositary Interest (CDI) is equivalent to one share of Company Common Stock, so that every 1 (one) CDI registered in your name entitles you to one vote.

You can vote by completing, signing and returning your CDI Voting Instruction Form. This form gives your voting instructions to CHESS Depositary Nominees Pty Ltd, which will vote the underlying shares on your behalf. You need to return the form no later than the time and date shown above to give CHESS Depositary Nominees Pty Ltd enough time to tabulate all CHESS Depositary Interest votes and to vote on the underlying shares.

STEP 2 - VOTES ON ITEMS OF BUSINESS

You may direct CHESS Depositary Nominees Pty Ltd how to vote by marking one of the boxes opposite each item of business. All your CDI's will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of CDI's you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

SIGNING INSTRUCTIONS

Individual: Where the holding is in one name, the CDI holder must sign.

Joint holding: Where the holding is in more than one name, all CDI holder's 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 Voting Instruction Form when you return it.

Companies: To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

Email Address: Please provide your email address in the space provided.

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Voting Instruction Form and Annual Report via email.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at <https://automic.com.au>.

Contact	Return your completed form		All enquiries to Automic
	BY MAIL Automic GPO Box 5193 Sydney NSW 2001	IN PERSON Automic Level 5, 126 Phillip Street Sydney NSW 2000	BY EMAIL meetings@automicgroup.com.au BY FACSIMILE +61 2 8583 3040
			WEBCHAT https://automic.com.au/ PHONE 1300 288 664 (Within Australia) +61 2 9698 5414 (Overseas)

STEP 1: Voting Instruction	Complete and return this form as instructed only if you do not vote online Voting Instructions to CHES Depositary Nominees Pty Ltd I/We being a holder of CHES Depositary Interests of Netccentric Limited hereby direct CHES Depositary Nominees Pty Ltd to vote the shares underlying my/our holding at the Annual General Meeting of Netccentric Limited to be held at 2.00pm (MYT) / 4:00pm (AEST) on Tuesday, 30 May 2023 at Menara HLX, Level 6, 3 Jalan Kia Peng, 50250 Kuala Lumpur, Malaysia and virtually via Zoom and at any adjournment or postponement of that meeting. By execution of this CDI Voting Instruction Form the undersigned hereby authorises CHES Depositary Nominees Pty Ltd to appoint such proxies or their substitutes to vote in their discretion on such business as may properly come before the meeting. CHES Depositary Nominees Pty Ltd will vote as directed
-----------------------------------	--

STEP 2: Your Voting Direction	Resolutions	For	Against	Abstain
	1. Re-election of Darren John Cooper as Director	☐	☐	☐
	2. Approval of Re-appointment of Auditor	☐	☐	☐
	3. Approval of Directors Emoluments	☐	☐	☐
	4. Approval of Authority to Issue Shares and Instruments	☐	☐	☐
	5. Special Resolution ASX Listing Rule 7.1A Approval of Future Issue of Securities	☐	☐	☐
	6. Ratification of Prior Agreement to Issue Chess Depositary Interests	☐	☐	☐
	7. Adoption of Employee Securities Incentive Plan	☐	☐	☐
	8. Special Resolution Change of Company Name	☐	☐	☐
	9. Approval of On-Market Share Buyback Mandate	☐	☐	☐
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 show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.				

STEP 3: Sign Here + Contact Details	SIGNATURE OF SECURITYHOLDERS – THIS MUST BE COMPLETED		
	Individual or Securityholder 1	Securityholder 2	Securityholder 3
	Sole Director and Sole Company Secretary	Director	Director / Company Secretary
	Contact Name:		
	Email Address:		
Contact Daytime Telephone	Date (DD/MM/YY)		
By providing your email address, you elect to receive all of your communications despatched by the Company electronically (where legally permissible).			

Proxy Voting Form

If you are attending the meeting in person, please bring this with you for Securityholder registration.

Holder Number:

Your proxy voting instruction must be received by **2.00pm (MYT) / 4:00pm (AEST) on Sunday, 28 May 2023**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

Complete the form overleaf in accordance with the instructions set out below.

YOUR NAME AND ADDRESS

The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: <https://investor.automic.com.au/#/home> Shareholders sponsored by a broker should advise their broker of any changes.

STEP 1 – APPOINT A PROXY

If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chair of the Meeting will be appointed as your proxy by default.

DEFAULT TO THE CHAIR OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chair of the Meeting, who is required to vote these proxies as directed. Any undirected proxies that default to the Chair of the Meeting will be voted according to the instructions set out in this Proxy Voting Form, including where the Resolutions are connected directly or indirectly with the remuneration of KMP.

STEP 2 - VOTES ON ITEMS OF BUSINESS

You may direct your proxy how to vote by marking one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

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 Shareholders 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 Proxy Voting Form when you return it.

Companies: To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

Email Address: Please provide your email address in the space provided.

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at <https://automic.com.au>.

Lodging your Proxy Voting Form:

Online:

Use your computer or smartphone to appoint a proxy at

<https://investor.automic.com.au/#/login>

or scan the QR code below using your smartphone

Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting Form.



BY MAIL:

Automic
GPO Box 5193
Sydney NSW 2001

IN PERSON:

Automic
Level 5, 126 Phillip Street
Sydney NSW 2000

BY EMAIL:

meetings@automicgroup.com.au

BY FACSIMILE:

+61 2 8583 3040

All enquiries to Automic:

WEBSITE: <https://automicgroup.com.au/>

PHONE: 1300 288 664 (Within Australia)
+61 2 9698 5414 (Overseas)

AUTOMIC

I/We being a Shareholder entitled to attend and vote at the Netccentric Limited to be held at **2.00pm (MYT) / 4:00pm (AEST) on Tuesday, 30 May 2023 at Menara HLX, Level 6, 3 Jalan Kia Peng, 50250 Kuala Lumpur, Malaysia and virtually via Zoom** hereby:

Appoint the Chair of the Meeting (Chair) OR if you are not appointing the Chair of the Meeting as your proxy, please write in the box provided below the name of the person or body corporate you are appointing as your 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 and at any adjournment thereof.

[illegible]

Unless indicated otherwise by ticking the “for,” against” or “abstain” box you will be authorising the Chair to vote in accordance with the Chair’s voting intention.

Where I/we have appointed the Chair as my/our proxy (or where the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Resolutions 5, 6 and 7 (except where I/we have indicated a different voting intention below) even though Resolutions 5, 6 and 7 are connected directly or indirectly with the remuneration of a member of the Key Management Personnel, which includes the Chair.

Resolutions		For	Against	Abstain
1.	Re-election of Darren John Cooper as Director	☐	☐	☐
2.	Approval of Re-appointment of Auditor	☐	☐	☐
3.	Approval of Directors Emoluments	☐	☐	☐
4.	Approval of Authority to Issue Shares and Instruments	☐	☐	☐
5.	Special Resolution ASX Listing Rule 7.1A Approval of Future Issue of Securities	☐	☐	☐
6.	Ratification of Prior Agreement to Issue Chess Depository Interests	☐	☐	☐
7.	Adoption of Employee Securities Incentive Plan	☐	☐	☐
8.	Special Resolution Change of Company Name	☐	☐	☐
9.	Approval of On-Market Share Buyback Mandate	☐	☐	☐

Individual or Securityholder 1	Securityholder 2	Securityholder 3
Sole Director and Sole Company Secretary Contact Name:	Director	Director / Company Secretary
Email Address:		
Contact Daytime Telephone	Date (DD/MM/YY)	
	/ /	

By providing your email address, you elect to receive all of your communications despatched by the Company electronically (where legally permissible).