



**Registry communications to:**  
Boardroom Pty Limited  
GPO Box 3993  
Sydney NSW 2001

Dear Shareholder,

## 2023 Annual General Meeting – Notice and Proxy Form

The Donaco International Limited Annual General Meeting (**AGM**) will be held on Friday, 24 November 2023 at 4:00pm (AEDT) at Source Governance, Suite 4201, Level 42, Australia Square, 264-278 George Street, Sydney NSW 2000.

In accordance with section 110D of the Corporations Act 2001 (Cth), the Company will not be sending hard copies of the Notice of Meeting (**Notice**) unless a shareholder has made a valid election to receive such documents in hard copy. Instead, the Notice and FY23 Annual Report can be viewed and downloaded from the Investor Relations page of the Company's website: <https://www.donacointernational.com/irm/content/investor-welcome.aspx?RID=414&RedirectCount=1>.

---

## MAKE YOUR VOTE COUNT

You are encouraged to participate in the meeting using the following options:

**In Person:** By attending the AGM in person at Source Governance, Suite 4201, Level 42, Australia Square, 264-278 George Street, Sydney NSW 2000

**By Online voting:** To lodge a proxy online visit <https://www.votingonline.com.au/donacoagm2023> and use the below information:

- Enter your Postcode **OR** Country of Residence (if outside Australia)
- Enter your Voting Access Code (VAC)

**By Mail:** Boardroom Pty Limited, GPO Box 3993, Sydney NSW 2001

**By Facsimile:** +61 2 9290 9655



For your proxy appointment to be effective, it must be received by 4:00pm (AEDT) on Wednesday, 22 November 2023.

---

Please contact Boardroom should you wish to not receive annual reports or to elect to receive meeting-related documents, or request a particular one, in electronic or hard copy.

The Notice is an important document and should be read in its entirety. If Shareholders are in doubt as to how to vote, they should seek advice from their professional adviser prior to voting.

Yours sincerely

A handwritten signature in black ink, appearing to read "P. A. V.", written over a light blue horizontal line.

Paul Amatavivadhana  
Non-Executive Chairman



---

## **DONACO INTERNATIONAL LIMITED**

**ACN 007 424 777**

## **NOTICE OF ANNUAL GENERAL MEETING**

---

Notice is given that the Meeting will be held at:

**TIME:** 4:00pm (AEDT)

**DATE:** Friday, 24 November 2023

**PLACE:** Source Governance, Suite 4201, Level 42, Australia Square, 264-278  
George 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 6:00pm (AEDT) on Wednesday, 22 November 2023.

***Shareholders are urged to vote by lodging the Proxy Form by 4:00pm (AEDT) on Wednesday, 22 November 2023.***



---

Notice is hereby given that the Annual General Meeting (**Meeting**) of Shareholders of Donaco International Limited (the **Company**) will be held at Source Governance, Suite 4201, Level 42, Australia Square, 264-278 George Street Sydney NSW 2000 on Friday, 24 November 2023 commencing at 4:00 pm (AEDT).

This Notice is an important document and should be read in its entirety. The Explanatory Notes to this Notice provide additional information on matters to be considered at the Meeting. The Proxy Form and Explanatory Notes form part of this Notice.

## **BUSINESS OF THE MEETING**

---

### **1. Financial Statements and Reports**

To receive and consider the Financial Report, the Directors' Report and the Auditor's Report for the year ended 30 June 2023.

### **2. Resolution 1: Remuneration Report**

To consider and, if thought fit, to pass the following as a **non-binding resolution** of the Company:

*"That, for the purposes of section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Company's annual financial report for the financial year ended 30 June 2023 "*

*Notes: In accordance with section 250R of the Corporations Act, the vote on this resolution will be advisory only and will not bind the directors or the Company.*

**Voting Prohibition Statement:** A vote on this Resolution must not be cast (in any capacity) by or on behalf of either of the following persons:

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

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

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

### **3. Resolution 2: Election of Director – Mr Porntat (Paul) Amatavivadhana**

To consider and, if thought fit, pass the following as an **ordinary resolution** of the Company:

*"That, Mr Porntat (Paul) Amatavivadhana, who retires in accordance with clause 12.4 of the Company's Constitution, be re-elected as a Director of the Company."*



#### **4. Resolution 3: Election of Director – Mr Roderick John Sutton**

To consider and, if thought fit, pass the following as an **ordinary resolution** of the Company:

*“That, Mr Roderick John Sutton, who retires in accordance with clause 12.4 of the Company’s Constitution, be re-elected as a Director of the Company.”*

#### **5. Resolution 4: Auditor Appointment**

To consider and, if thought fit, pass the resolution as an **ordinary resolution** of the Company:

*“That, pursuant to s327B of the Corporations Act and for all other purposes, BDO Audit Pty Ltd, who has consented in writing to act as auditor of the Company, be appointed auditor of the Company effective as at the close of the meeting or such later date as ASIC provides its consent.*

### **BUSINESS OF THE MEETING**

---

In accordance with section 250S(1) of the Corporations Act, Shareholders are invited to ask questions about or make comments on the management of the Company and to raise any other business which may lawfully be brought before the Meeting.

### **EXPLANATORY NOTES**

---

The Explanatory Notes accompanying this Notice is incorporated in and comprises part of this Notice. Shareholders are referred to the Glossary in the Explanatory Note which contains definitions of capitalised terms used both in this Notice.

### **ENTITLEMENT TO VOTE**

---

The Directors have determined pursuant to regulation 7.11.37 of the *Corporations Regulations* 2001(Cth) and *ASX Settlement Operating Rule 5.6.1*, that the persons eligible to vote at the Meeting are those who are registered Shareholders of the Company as at 7:00pm (AEDT) on Wednesday, 22 November 2023 (**Record Date**).

This means that if you are not the registered holder of a Share in the Company at the Record Date, you will not be entitled to participate in and vote at the Meeting.

### **VOTING AT THE MEETING AND APPOINTMENT OF PROXIES**

---

Voting on all Items of business will be decided by way of a poll. The Chair of the Meeting will open the poll at the beginning of the Meeting and the poll will remain open until the close of the Meeting. Shareholders are encouraged to lodge a directed proxy before the proxy deadline even if they plan to attend in person.

Shareholders may vote at the Meeting in either of the two ways:

- during the Meeting, while participating in the Meeting in person; or
- by appointing a proxy prior to the deadline of **4:00pm (AEDT) on Wednesday, 22 November 2023**.

#### **Appointment of a Proxy**

A Shareholder who is entitled to participate in and vote at the Meeting is entitled to appoint a proxy to participate in the Meeting and vote on behalf of the Shareholder. A Shareholder who is entitled to cast two or more votes may appoint up to two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. A proxy need not be a Shareholder of the Company.



### Appointment of two proxies

If the Shareholder appoints two proxies:

- The Shareholder may specify the proportion or number of votes that each proxy is entitled to exercise.
- If no proportion or number of votes is specified, each proxy may exercise half of the Shareholder's votes.
- If the specified proportion or number of votes exceeds that to which the Shareholder is entitled, each proxy may exercise half of the Shareholder's votes.
- Any fractions of votes brought about by the apportionment of votes to a proxy will be disregarded.

### Proxy Voting by the Chair

With respect to Resolution 1, if the Chair is appointed as a Shareholder's proxy and that Shareholder has not specified the way in which the Chair is to vote on that resolution (by marking the appropriate box directing the Chair to vote "For" or "Against", or to "Abstain"), then, as stated on the Proxy Form, the Shareholder will be taken to be authorising the Chair to vote **IN FAVOUR** of that resolution, even though Resolution 1 is connected directly or indirectly with the remuneration of Key Management Personnel, which includes the Chair.

With respect to all other resolutions, where the Chair is appointed as a Shareholder's proxy and that Shareholder has not specified the way in which the Chair is to vote, the Chair intends to vote all such undirected proxies **IN FAVOUR** of the resolutions in the Notice of Meeting.

### Deadline for the appointment of a proxy

To be valid, the Proxy Form must be completed, signed and submitted with the Company's share registry by ***no later than 4:00pm (AEDT) on Wednesday, 22 November 2023.***

The Proxy forms can also be submitted by the following means:

<b>By Post</b>	Boardroom Pty Limited GPO Box 3993, Sydney NSW 2001 Australia
<b>By Hand</b>	Boardroom Pty Limited Level 8, 210 George Street Sydney NSW 2000 Australia
<b>Online</b>	<a href="https://www.votingonline.com.au/donacoagm2023">https://www.votingonline.com.au/donacoagm2023</a>
<b>By Facsimile</b>	+61 2 9290 9655

### Proxy Forms signed by an attorney

If the Proxy Form is signed by an attorney, the relevant original power of attorney, or a certified copy of it, must also be submitted by mail or delivered by hand, and must be received by the Company's share registry before the proxy deadline.

## VOTING INTENTION

---

The Chair intends to vote all undirected proxies **IN FAVOUR** of each resolution.



## **CORPORATE REPRESENTATIVES AND CORPORATE PROXIES**

---

Bodies corporate who are Shareholders, or who have been appointed as proxies, may appoint an individual as a corporate representative to participate in and vote at the Meeting on their behalf. Corporate representatives must be appointed in accordance with section 250D of the Corporations Act.

The Company requires evidence of the appointment as a corporate representative, in the form of a copy of the letter or other document confirming that the corporate representative is authorised to act in that capacity, properly executed in accordance with the body corporate's constitution, to be received by the Company before the commencement of the Meeting. Shareholders and corporate representatives are encouraged to provide the documentation evidencing appointment to share registry by **4:00pm (AEDT) on Wednesday, 22 November 2023**.

## **ASKING QUESTIONS – BEFORE AND AT THE MEETING**

---

Written questions for the Company's auditor should be submitted to the Company no later than five business days before the Meeting and should relate to the content of the Auditor's Report and the conduct of the audit. The auditor will also participate in the Meeting.

It is preferred that written questions for the Company's auditor and written questions in relation to other items of business are submitted by email to [cosec@sourceservices.com.au](mailto:cosec@sourceservices.com.au).

Participants in the Meeting may also submit questions and comments in person during the Meeting.

## **ANNUAL REPORT**

---

A copy of the Company's full 2023 Annual Report may be accessed on our website at <https://www.donacointernational.com/irm/content/annual-reports.aspx?RID=398>.

By order of the Board.

Joan Dabon  
Company Secretary  
25 October 2023



## EXPLANATORY NOTES

---

These Explanatory Notes provide additional information on matters to be considered at the Annual General Meeting. The Explanatory Notes form part of the Notice of Meeting.

### 1. Financial Statements

In accordance with the Constitution, the business of the Meeting will include receipt and consideration of the annual financial report of the Company for the financial year ended 30 June 2023, together with the declaration of the Directors, the Directors' report, the financial report, and the Auditor's report (**FY23 Annual Report**).

The Company will not provide a hard copy of the Company's FY23 Annual Report to Shareholders unless specifically requested to do so. The Company's FY23 Annual Report is available on its website at <https://www.donacointernational.com/irm/content/annual-reports.aspx?RID=398>.

There is no requirement either in the Corporations Act or the Company's Constitution for Shareholders to vote on, approve or adopt the FY23 Annual Report. Shareholders will have a reasonable opportunity at the Meeting to ask questions about or make comments on the FY23 Annual Report and on the management of the Company.

The auditor of the Company is required to attend the Meeting and will be available to take Shareholders' questions about the conduct of the audit, the preparation and content of the Auditor's Report, the accounting policies adopted by the Company in relation to the preparation of the financial statements and the independence of the Auditor in relation to the conduct of the audit.

### 2. Resolution 1 - Adoption of Remuneration Report

#### a. General

The Remuneration Report of the Company for the financial year ended 30 June 2023 is included in the Directors' Report of the FY23 Annual Report. The Remuneration Report sets out the Company's remuneration arrangements for the Directors and senior management of the Company.

Section 249L(2) of the Corporations Act requires a company to inform shareholders that a resolution on the remuneration report will be put at the annual general meeting. Section 250R(2) of the Corporations Act requires a resolution that the remuneration report to be adopted must be put to the vote. Resolution 1 seeks this approval.

In accordance with section 250R(3) of the Corporations Act, Shareholders should note that Resolution 1 is an "advisory only" resolution which does not bind the Directors. Under section 250SA of the Corporations Act, the Chair will provide a reasonable opportunity for discussion of the Remuneration Report at the Meeting.

If at least 25% of the votes on Resolution 1 are voted against the adoption of the Remuneration Report at the Meeting, and then again at the Company's 2024 annual general meeting, the Company will be required to put to Shareholders a resolution proposing the calling of a general meeting (**Spill Meeting**) to consider the appointment of the Directors (**Spill Resolution**). If more than 50% of Shareholders vote in favour of the Spill Resolution, the Company must convene the Spill Meeting within 90 days of the Company's 2024 annual general meeting. All of the directors of the company who were in office when the directors' report (as included in the company's annual financial report for



the most recent financial year) was approved, other than the managing director of the company, will cease to hold office immediately before the end of the Spill Meeting but may stand for re-election at the Spill Meeting.

Following the Spill Meeting, those persons whose election or re-election as directors of the company is approved will be the directors of the company.

*b. Previous voting results*

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

*c. Board recommendation*

Given the material personal interests of all Directors in this resolution, the Board makes no recommendation to Shareholders regarding Resolution 1.

**3. Resolution 2: Election of Director – Mr Porntat (Paul) Amatavivadhana**

*a. General*

Paul was appointed the non-executive Chair on 3 August 2020 and was last re-elected as a director at the 2021 Annual General Meeting. He retires by rotation in accordance with clause 12.4 of the Constitution and, being eligible, offers himself for re-election.

Paul is a founding principal and CEO of Infinite Capital, a successful boutique corporate advisory firm based in Bangkok. He has considerable experience in mergers & acquisitions, corporate restructuring and capital raisings. Paul is currently an independent director at Sansiri Plc, one of the largest real estate developers in Thailand, which is listed on the Stock Exchange of Thailand. He has also previously acted as non-executive director of the Company (previously appointed 1 July 2015).

Paul holds a MSc in Management Science and a BA in Finance and Banking.

If Resolution 2 is passed, Paul will be re-elected as a non-executive director of the Company.

If Resolution 2 is not passed, Paul will cease to be a non-executive director of the Company.

*b. Independence*

The Board considers Paul to be an independent director because as a non-executive Director, he is free from any interest, position, association or relation that could materially interfere with, or reasonably be perceived to interfere with, the independent exercise of his judgement.

Paul has confirmed that he will have sufficient time to fulfil his responsibilities as a non-executive Chair of the Company and does not consider that any other commitment will interfere with his availability to perform his duties as a non-executive Director of the Company.

*c. Board Recommendation*

The Directors, (other than Paul), recommend that the Shareholders vote of Resolution 2.





#### **4. Resolution 3: Election of Director – Mr Roderick Sutton**

##### *a. General*

Rod was appointed as non-executive Director on 29 November 2019 and was last re-elected at the 2021 Annual General Meeting. He retires by rotation in accordance with clause 12.4 of the Constitution and, being eligible, offers himself for re-election.

Rod has over 25 years' experience in business advisory and management. He is currently a Special Advisor to the Asia Pacific region of FTI Consulting, a professional services and consulting business listed on the New York Stock Exchange. Upon joining FTI Consulting in 2020, Rod was appointed as its Chairman of Asia Pacific. In that role he had oversight of all elements of the Asia Pacific business including FTI Consulting's numerous client-facing activities, regional and global strategy, vetting of acquisition opportunities, and management of all support functions.

If Resolution 3 is passed, Rod will be re-elected as a non-executive director of the Company.

If Resolution 3 is not passed, Rod will cease to be a non-executive director of the Company.

##### *b. Independence*

The Board considers Rod to be an independent director because as a non-executive Director, he is free from any interest, position, association or relation that could materially interfere with, or reasonably be perceived to interfere with, the independent exercise of his judgement.

Rod has confirmed that he will have sufficient time to fulfil his responsibilities as a non-executive Chair of the Company and does not consider that any other commitment will interfere with his availability to perform his duties as a non-executive Director of the Company.

##### *c. Board Recommendation*

The Directors, (other than Rod), recommend that the Shareholders vote of Resolution 3.

#### **5. Resolution 4: Appointment of Auditor**

##### *a. General*

Crowe Sydney has applied for ASIC's consent to resign as the Company's auditor with effect from the close of the annual general meeting and therefore the Company is required to appoint a new auditor.

Lee Bug Tong, a Shareholder of the Company, has nominated BDO Audit Pty Ltd, who is eligible and has consented to act as auditor of the Company, subject to receipt of ASIC's consent for Crowe Sydney to resign as auditor and shareholder approval of this resolution. Pursuant to subsection 328B(3) of the Corporations Act 2001, a copy of the member nomination is attached as Annexure A.

If Resolution 4 is passed, the appointment of BDO Audit Pty Ltd will take effect at the end of this Meeting.

If Resolution 4 is not passed, BDO Audit Pty Ltd will not be appointed as auditor and the Company will continue the tender process for auditor appointment.

##### *b. Board Recommendation*

The Directors recommend that Shareholders vote in favour of Resolution 4.



## GLOSSARY

---

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

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

**Associate** has the same meaning as that under the Corporations Act.

**ASIC** means Australian Securities and Investments Commission.

**ASX** means ASX Limited ACN 008 624 691.

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

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

**Chair** means the Chairman of the meeting.

**Closely Related Party** has the meaning defined in section 9 of the Corporations Act.

**Company** means Donaco International Limited ABN 28 007 424 777.

**Constitution** means the current Company's Constitution.

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

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

**Explanatory Notes** means the explanatory notes accompanying the Notice.

**FY23 Annual Report** means the Company's annual report financial year ended 30 June 2023.

**Items** means the resolutions set out in the Notice, and **Item** means any one of them, as the context requires.

**Key Management Personnel** (or **KMP**) has the meaning defined in section 9 of the Corporations Act.

**Meeting** means the annual general meeting of the Company, convened by this Notice.

**Notice** or **Notice of Meeting** or **Notice of Annual General Meeting** means this notice of annual general meeting and the Explanatory Notes.

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

**Remuneration Report** means the remuneration report set out in the Directors' Report in the Company's FY23 Annual Report.

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

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

**ANNEXURE A – SHAREHOLDER NOMINATION**

**Nomination of BDO Audit Pty Ltd as Auditor**

The Directors,  
Donaco International Limited  
c/- Lumina, Level 43, 25 Martin Place,  
Sydney NSW 2000

16 October 2023

Dear Directors,

In accordance with the provisions of Section 328B of the Corporations Act 2001 (Cth), the undersigned being a shareholder of Donaco International Limited hereby nominates BDO Audit Pty Ltd for appointment as auditor of the Company at the forthcoming Annual General Meeting.

Yours sincerely,

A handwritten signature in blue ink, consisting of a series of loops and a long horizontal stroke extending to the left.

Lee Bug Tong



#### All Correspondence to:

- ✉ **By Mail** Boardroom Pty Limited  
GPO Box 3993  
Sydney NSW 2001 Australia
- 📠 **By Fax:** +61 2 9290 9655
- 💻 **Online:** [www.boardroomlimited.com.au](http://www.boardroomlimited.com.au)
- ☎ **By Phone:** (within Australia) 1300 737 760  
(outside Australia) +61 2 9290 9600

## YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 4:00pm (AEDT) on Wednesday, 22 November 2023.**

### 🖥 TO APPOINT A PROXY ONLINE

### 📱 BY SMARTPHONE

**STEP 1:** VISIT <https://www.votingonline.com.au/donacoagm2023>

**STEP 2:** Enter your Postcode OR Country of Residence (if outside Australia)

**STEP 3:** Enter your Voting Access Code (VAC):



Scan QR Code using smartphone  
QR Reader App

### TO VOTE BY COMPLETING THE PROXY FORM

#### STEP 1 APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

If you wish to appoint the Chair of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chair of the Meeting as your proxy please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chair of the Meeting will be your proxy. A proxy need not be a securityholder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

#### Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by contacting the company's securities registry or you may copy this form.

To appoint a second proxy you must:

- complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- return both forms together in the same envelope.

#### STEP 2 VOTING DIRECTIONS TO YOUR PROXY

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

#### Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the company's securities registry.

#### STEP 3 SIGN THE FORM

The form **must** be signed as follows:

**Individual:** This form is to be signed by the securityholder.

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

**Power of Attorney:** to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

**Companies:** this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form should be signed by that person. **Please indicate the office held by signing in the appropriate place.**

#### STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting therefore by **4:00pm (AEDT) on Wednesday, 22 November 2023.** Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged by:

- 🖥 **Online** <https://www.votingonline.com.au/donacoagm2023>
- 📠 **By Fax** + 61 2 9290 9655
- ✉ **By Mail** Boardroom Pty Limited  
GPO Box 3993,  
Sydney NSW 2001 Australia
- 👤 **In Person** Boardroom Pty Limited  
Level 8, 210 George Street  
Sydney NSW 2000 Australia

#### Attending the Meeting

If you wish to attend the meeting please bring this form with you to assist registration.

**Your Address**  
 This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction in the space to the left. Securityholders sponsored by a broker should advise their broker of any changes.  
**Please note, you cannot change ownership of your securities using this form.**

**PROXY FORM**

**STEP 1 APPOINT A PROXY**

I/We being a member/s of **Donaco International Limited (Company)** and entitled to attend and vote hereby appoint:

the **Chair of the Meeting (mark box)**

**OR** if you are **NOT** appointing the Chair of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered securityholder) you are appointing as your proxy below:

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the Annual General Meeting of the Company to be held at **Source Governance, Suite 4201, Level 42, Australia Square, 264-278 George Street Sydney NSW 2000 on Friday, 24 November, 2023 at 4:00pm (AEDT)** and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

Chair of the Meeting authorised to exercise undirected proxies on remuneration related matters: If I/we have appointed the Chair of the Meeting as my/our proxy or the Chair of the Meeting becomes my/our proxy by default and I/we have not directed my/our proxy how to vote in respect of Resolution 1, I/we expressly authorise the Chair of the Meeting to exercise my/our proxy in respect of the Resolution even though this Resolution is connected with the remuneration of a member of the key management personnel of the Company.

The Chair of the Meeting will vote all undirected proxies in favour of all Items of business (including Resolution 1). If you wish to appoint the Chair of the Meeting as your proxy with a direction to vote against, or to abstain from voting on an item, you must provide a direction by marking the 'Against' or 'Abstain' box opposite that resolution.

**VOTING DIRECTIONS**  
 \* If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your vote will not be counted in calculating the required majority if a poll is called.

		For	Against	Abstain*
Resolution 1	Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of Director – Mr Porntat (Paul) Amatavivadhana	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Re-election of Director – Mr Roderick John Sutton	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Auditor Appointment	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**STEP 3 SIGNATURE OF SECURITYHOLDERS**  
 This form must be signed to enable your directions to be implemented.

Individual or Securityholder 1	Securityholder 2	Securityholder 3
<div style="border: 1px solid black; height: 30px; width: 100%;"></div>	<div style="border: 1px solid black; height: 30px; width: 100%;"></div>	<div style="border: 1px solid black; height: 30px; width: 100%;"></div>
Sole Director and Sole Company Secretary	Director	Director / Company Secretary

Contact Name..... Contact Daytime Telephone..... Date / / 2023