

Dear Shareholder

CCP Technologies Limited General Meeting

The Company hereby announces its intention to hold a General Meeting of Shareholders on Wednesday 27th May 2020 at Level 7, 420 Collins Street Melbourne, Victoria, Australia. This meeting will be a Hybrid General Meeting. (refer COVID-19 safety precautions below)

The agenda of the meeting will be to consider the following items of business:

- Approval for the issue of Unlisted Options in lieu of underwriting fees to MRGL Pty Ltd.
- Ratification of the issue of shares Sophisticated Investors
- Approval for the issue of shares to Sophisticated Investors under a placement.
- Approval for the issue of shares and unlisted options to Directors
- Approval for the issue of shares to Hongmen Capital
- Increase in Non-Executive Remuneration Pool.
- Change of the Company's Name to Constellation Technologies Limited
- Amendment to the Company's Constitution

The Company is asking Shareholders to consider these Resolutions at this time to allow it to refresh its 15% capacity under ASX Listing Rule 7.1, fulfil all current outstanding equity obligations and prepare the Company for future initiatives.

Update to previous announcement

In December 2019, the Company announced that it had entered into a Placement and Strategic Agreement with two major Strategic Partners to raise funds and grow the business. The announcement reflected the then intention of the parties to issue Performance Rights upon the Strategic Partners achieving \$15mil of revenue over a two-year period (Performance Target). It was anticipated that shareholder approval to issue the Performance Rights would be sought at this general meeting. However, the parties have now agreed that the payment for achieving the Performance Target will now be settled in cash or equity at the option of the Company and subject to any Shareholder approval that may be required at that time.

COVID-19 safety precautions

In light of current laws and recommendations relevant to holding physical public gatherings and social distancing, the Company has put in place arrangements to hold a **Hybrid General Meeting**.

To preserve the safety of our Shareholders and Employees, attendance in person at the General Meeting is not possible.

Shareholders wishing to attend the meeting are requested to register to attend the meeting virtually using Webinar Conferencing facilities that the Company has put in place. Shareholders can register at the Company's website www.ccp-technologies.com.

The Chairman and management will provide an update to shareholders at the meeting. Should you have any questions you would like to ask of the Company, please email these to our Company Secretary, Ms Terri Bakos at terri@ccp-network.com 48 hours prior to the meeting. There will be limited availability to ask questions live on the day of the meeting.

Shareholders are strongly encouraged to vote prior to the meeting by submitting their proxy form in accordance with the voting instructions on the proxy form. A poll will be carried out on the day of the meeting for all resolutions based on the proxy voting submitted prior to the meeting and shareholder participation at the meeting.

By order of the Board



Terri Bakos

Company Secretary

17 April 2020

Notice of General Meeting

CCP Technologies Limited ACN 009 213 754

Notice is given that the General Meeting of CCP Technologies Limited ACN 009 213 754 (**Company** or **CCP**) will be held at:

Location	CCP Technologies Limited Level 7, 420 Collins Street Melbourne, Victoria Australia OR Web Conferencing by registering at www.ccp-technologies.com
Date	Wednesday, 27 th May 2020
Time	10.00am (Melbourne time)

To consider and, if in favour, pass the following resolutions as **ordinary resolutions**:

Resolution 1 – Approval for the issue of Unlisted Options in lieu of underwriting fees

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

‘That pursuant to Listing Rule 7.1 and all other purposes, Shareholders grant approval for the issue of 16,800,000 Unlisted Options to MRGL Pty Ltd ATF Mr Gloss Unit Trust (**Mr Gloss**) in lieu of underwriting fee entitlements pursuant to the Underwriting Agreement dated 16 October 2019 between the Company and Mr Gloss and otherwise on the terms as set out in the explanatory memorandum.’

Resolutions 2(A) and 2(B) – Ratification of the issue of Shares

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

- A) ‘That pursuant to Listing Rule 7.4 and all other purposes, Shareholders grant subsequent approval for the issue of 50,400,000 fully paid ordinary shares issued to Mr Raymond McGregor Malone’s nominee, MRGL Pty Ltd on the terms as set out in the explanatory memorandum.’
- B) ‘That pursuant to Listing Rule 7.4 and all other purposes, Shareholders grant subsequent approval for the issue of 69,600,000 fully paid ordinary shares issued to Xiaoniu Bao and Yi Zhang on the terms as set out in the explanatory memorandum.’

Resolutions 3(A) and 3(B) - Approval for issue of Shares

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

- A) 'That pursuant to 7.1 and all other purposes, Shareholders grant approval for the issue of 51,978,384 fully paid ordinary shares issued to Raymond McGregor Malone or his nominee on the terms as set out in the explanatory memorandum.'
- B) 'That pursuant to 7.1 and all other purposes, Shareholders grant approval for the issue of 71,779,674 fully paid ordinary shares to Xiaoniu Bao and Yi Zhang or their nominee on the terms as set out in the explanatory memorandum.'

Resolution 4 - Approval for issue of Shares & Unlisted Options to a Director – Mr Adam Gallagher

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

'That pursuant to and in accordance with ASX Listing Rule 10.11 and for all other purposes, approval be given to issue 22,142,858 fully paid ordinary shares and 22,142,858 unlisted options to Mr Adam Gallagher or his nominee on the terms as set out in the Explanatory Memorandum.'

Resolution 5 - Approval for issue of Shares & Unlisted Options to a Director – Mr Anoosh Manzoori

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

'That pursuant to and in accordance with ASX Listing Rule 10.11 and for all other purposes, approval be given to issue 4,142,858 fully paid ordinary shares and 4,142,858 unlisted options to Mr Anoosh Manzoori or his nominee on the terms as set out in the Explanatory Memorandum.'

Resolution 6 - Approval for issue of Shares & Unlisted Options to a Director – Mr Leath Nicholson

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

'That pursuant to and in accordance with ASX Listing Rule 10.11 and for all other purposes, approval be given to issue 12,857,142 fully paid ordinary shares and 12,857,142 unlisted options to Mr Leath Nicholson or his nominee on the terms as set out in the Explanatory Memorandum.'

Resolutions 7 - Approval for issue of Shares– Hongmen Capital Holdings Pty Ltd

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

'That pursuant to and in accordance with ASX Listing Rule 7.1 and for all other purposes, approval be given to issue 21,428,571 fully paid ordinary shares to Hongmen Capital Holdings Pty Ltd, as detailed in the Explanatory Memorandum.'

Resolution 8 – Increase in Non-Executive Remuneration Pool

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

'That for the purposes of ASX Listing Rule 10.17, clause 13.12 of the Company's Constitution, and for all other purposes, the maximum annual remuneration payable to all Non-Executive Directors be increased from \$250,000 per annum to \$400,000 per annum.'

Special resolutions:

Resolution 9 – Change of Company Name

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

'That, for the purposes of Section 157 (1) of the Corporations Act 2001, the ASX Listing Rules and all other purposes, the Company's name be changed from CCP Technologies Limited to Constellation Technologies Limited and that for the purpose of Section 136 (2) of the Corporations Act and for all other purposes all reference to CCP Technologies Limited in the Company's Constitution be replaced with references to Constellation Technologies Limited.'

Resolutions 10(A) and 10(B) – Amendment to Company's Constitution

To consider and, if thought fit, to pass with or without amendment, the following resolutions as **special resolutions**:

- A) 'That, for the purposes of Section 136 (2) of the Corporations Act 2001 and for all other purposes, clause 15.3 of the Company's Constitution be modified in accordance with the amendment as set out in the Explanatory Memorandum, effective from the date of the meeting.'
- B) 'That, for the purposes of Section 136(2) of the Corporations Act 2001 and for all other purposes, clause 8.5 of the Company's Constitution be modified to conform with Listing Rule 15.12 by making the amendment as set out in the Explanatory Memorandum, with effect from the date of the meeting.'

Dated: 17 April 2020

By order of the Board



Terri Bakos
Company Secretary

Voting exclusion statement

Corporations Act & Listing Rules

Resolution 1: Issue of issue of Options to MRGL Pty Ltd	The Company will disregard any votes cast in favour of this Resolution by or on behalf of MRGL Pty Ltd or their associates
Resolution 2(A): Ratification of issue of Shares to MRGL Pty Ltd	The Company will disregard any votes cast in favour of this Resolution by or on behalf of MRGL Pty Ltd, Mr Raymond McGregor Malone or any of his associates.
Resolution 2(B): Ratification of issue of Shares to Xiaoniu Bao & Yi Zhang	The Company will disregard any votes cast in favour of this Resolution by or on behalf of Xiaoniu Bao and Yi Zhang or their associates.
Resolution 3(A): Issue of Shares to Raymond McGregor Malone	The Company will disregard any votes cast in favour of this Resolution by or on behalf of Raymond McGregor Malone or any person who will obtain a material benefit as the result of the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the company) or any of his associates.
Resolution 3(B): Issue of Shares to Xiaoniu Bao & Yi Zhang	The Company will disregard any votes cast in favour of this Resolution by or on behalf of Xiaoniu Bao and Yi Zhang or any person who will obtain a material benefit as the result of the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the company) or any of their associates.
Resolution 4: Approval of the issue of Shares & Options	The Company will disregard any votes cast in favour of this Resolution by or on behalf of Mr Adam Gallagher or any of his associates. The Company will disregard votes cast by a member of the Key Management Personnel or their closely related parties or a closely related party of such a member in contravention of Section 250BD of the Corporations Act.
Resolutions 5: Approval of the issue of Shares & Options	The Company will disregard any votes cast in favour of this Resolution by or on behalf of Mr Anoosh Manzoori or any of his associates. The Company will disregard votes cast by a member of the Key Management Personnel or their closely related parties or a closely related party of such a member in contravention of Section 250BD of the Corporations Act.
Resolutions 6: Approval of the issue of Shares & Options	The Company will disregard any votes cast in favour of this Resolution by or on behalf of Mr Leath Nicholson or any of his associates. The Company will disregard votes cast by a member of the Key Management Personnel or their closely related parties or a closely related party of such a member in contravention of Section 250BD of the Corporations Act.
Resolutions 7: Approval of the issue of Shares	The Company will disregard any votes cast in favour of this Resolution by or on behalf of Hongmen Investment Capital Pty Ltd or any person who will obtain a material benefit as the result of the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the company) or any of their associates.

Resolution 8: Increase in Non-Executive Remuneration Pool

The Company will disregard any votes cast in favour of this Resolution by any director or any of their associates.

The Company will disregard votes cast by a member of the Key Management Personnel or their closely related parties or a closely related party of such a member in contravention of Section 250BD of the Corporations Act.

'Key Management Personnel' (KMP) are identified at page 16 of the 2019 Annual Report to Shareholders.

'Closely related parties' are defined in the Corporations Act 2001 and include certain family members, dependents and companies they control.

Resolutions 1, 2(A), 2(B), 3(A), 3(B), 4, 5, 6, 7 and 8

For the purposes of Listing Rule 14.11, the Company will not disregard a vote in respect of the abovementioned Resolutions if:

- 1 it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- 2 it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

Resolutions 4, 5, 6 and 8

Notwithstanding the voting restrictions set out in the table above, a KMP may cast a proxy where they proxy specified in writing how the KMP is to vote (except proxies cast on behalf of another KMP). The Chair is permitted to vote undirected proxies where the shareholder expressly authorises the chair to exercise the proxy.

Accordingly, if you have appointed the Chair (either directly or by default) as your proxy and you have not directed them how to vote you are authorising the chair to exercise the proxy in respect of the above resolutions notwithstanding that the Chair or KMP may benefit.

NOTES

- 1 Subject to the Corporations Act, including section 250BD, a Shareholder who is entitled to attend and cast a vote at the meeting is entitled to appoint a proxy.
- 2 The proxy need not be a Shareholder of the Company. A Shareholder who is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise.
- 3 If you wish to appoint a proxy and are entitled to do so, then complete and return the **attached** proxy form.
- 4 A corporation may elect to appoint a representative in accordance with the Corporations Act in which case the Company will require written proof of the representative's appointment which must be lodged with or presented to the Company before the meeting.
- 5 The Company has determined under regulation 7.11.37 Corporations Regulations that for the purpose of determining an entitlement to vote and attend at the meeting or any adjourned meeting, securities are taken to be held by those persons recorded in the Company's register of Shareholders as at 7.00pm (Melbourne time) on Monday, 25 May 2020. Transactions registered after that time will be disregarded in determining ability to attend and vote.
- 6 If you have any queries on how to cast your votes then please email the Company Secretary at terri@ccp-network.com.

Explanatory Memorandum

CCP Technologies Limited ACN 009 213 754

This Explanatory Memorandum accompanies the notice of General Meeting of the Company to be held at CCP Technologies Limited, Level 7, 420 Collins Street, Melbourne, Victoria Australia on Wednesday, 27 May 2020 at 10.00am (Melbourne time). Shareholders are encouraged to register to attend this meeting via Webinar Conferencing facilities that have been put in place. To register for virtual attendance at this meeting, please visit our website www.ccp-technologies.com.

The Explanatory Memorandum has been prepared to assist Shareholders in determining how to vote on the resolutions set out in the Notice of Meeting and is intended to be read in conjunction with the Notice of Meeting.

Resolution 1: Approval for the issue of unlisted options in lieu of underwriting fees

Transaction Overview

On 18 October 2019, the Company announced an underwritten non-renounceable rights issue (**Rights Issue**) to raise up to \$3.4million. The Company subsequently announced the successful completion of the Rights Issue on 12 November 2019 resulting in the Company issuing to subscribers:

- 486,669,260 fully paid ordinary shares at an issue price of \$0.007 each, and
- 486,669,260 free attaching unlisted options, each with an exercise price of \$0.015 and an expiry date of 14 November 2022 (**Free Options**).

The Rights Issue was underwritten to the value of \$2million by two sophisticated investors and existing Shareholders in the Company. Under the terms of the Underwriting Agreement, each underwriter is entitled to receive underwriting fees as follows:

- ZZL Pty Ltd ATF ZZL Family Trust & Nominees - \$69,500 in cash or 31,293,000 Underwriter Options
- MRGL Pty Ltd ATF Mr Gloss Unit Trust - \$50,400 in cash or 16,800,000 Underwriter Options.

ZZL Pty Ltd elected to receive its underwriting fee in cash and MRGL Pty Ltd has elected to receive the underwriting fees by way of issue of the Underwriter Options

The Underwriter Options will be unlisted, be exercisable at any time within 3 years from date of issue and have an exercise price of \$0.015 each.

Shareholder approval

This Resolution seeks to obtain Shareholder approval for the issue of the Underwriter Options to MRGL Pty Ltd for the purposes of ASX Listing Rule 7.1. Should Shareholder approval be obtained, the Underwriter Options will not be included in the calculation of the 15% limit prescribed by Listing Rule 7.1

Requirements of ASX Listing Rule 7.3

It is a requirement of ASX Listing Rule 7.3, that when seeking approval for the purpose of ASX Listing Rule 7.1, Shareholders are given the following information:

(a) The maximum number of securities the entity is to issue (if known) or the formula for calculating the number of securities the entity is to issue:

16,800,000 Underwriter Options

(b) The price at which the securities will be issued:

\$0.00249 per Underwriter Option, being a Black Scholes Valuation of the Options at the time the Underwriting Agreement was entered into.

(c) The terms of the options:

The Underwriter Options will be exercisable at \$0.015 each at any time on or before 3 years from date of issue.

(d) The names of the Allottees:

MRGL Pty Ltd ATF Mr Gloss Unit Trust

(e) The use of funds raised:

As the issue of the Underwriting Options is to satisfy the Company's obligations to pay underwriter fees pursuant to the terms of the Underwriting Agreement between the Company and the underwriter (named at paragraph (d) above), no moneys will be raised.

(f) The issue date:

The Underwriting Options will be issued within three months of being approved by Shareholders.

The Directors unanimously recommend that Shareholders vote in favour of this Resolution.

Resolutions 2(A) and 2(B), 3(A) and 3(B)

Background

On 11 December 2019, the Company announced that it had entered into:

- a Share Placement Agreement (**Placement Agreement**) and
- Strategic Partnership Agreements (**Strategic Agreements**),

with each of Mr Raymond Malone, Mr Xiaoniu Bao and Mr Yi Zhang (together, the **Strategic Partners**) to fund and grow the business.

A) **Overview of Resolutions 2(A) and 2(B) and 3(A) and 3(B) - Placement Agreement and issue of the Placement Agreement Shares**

Under the terms of the Placement Agreement, the Strategic Partners subscribed for (in aggregate and in the same proportions as their liability to take up the shortfall shares under the Underwriting Agreement), 243,758,058 ordinary fully paid shares in the Company at an issue price of \$0.007 (**Placement Shares**), to raise \$1.7million. These funds will be used to fund growth initiatives within the Company, particularly with an emphasis on the Company's growth in the Asia region.

The Placement Shares are broken into two tranches, as follows:

- **First Tranche Shares:** 50,400,000 Shares to Raymond Malone's nominee MRGL Pty Ltd ATF Mr Gloss Unit Trust and 69,600,000 Shares to Xiaoniu Bao and Yi Zhang (total of 120,000,000 Shares) which were issued on 8 January 2020 and placed into escrow. The retrospective approval to the issue is the subject of **Resolutions 2(A) and 2(B)**; and
- **Second Tranche Shares:** 51,978,384 to Raymond Malone and 71,779,674 to Xiaoniu Bao and Yi Zhang (total of 123,758,058 Shares) or their nominees, subject to Shareholder approval. The issue of the Second Tranche Shares is the subject of **Resolutions 3(A) and 3(B)**.

B) **Escrow terms**

The Placement Shares are subject to the voluntary escrow as follows:

- 50% of the relevant tranche of Placement Shares will be released from escrow on **the earlier to occur of:**
 - 12 months from the issue date; and
 - in respect of a Strategic Partner, the date on which that Strategic Partner has satisfied two-thirds of its Revenue Target under its respective Strategic Agreement (as described below).
- the balance of the relevant tranche of the Placement Shares to be released from escrow on **the earlier to occur of:**
 - 24 months from the issue date; and
 - in respect of a Strategic Partner the date on which that Strategic Partner has satisfied the final one-third of its Revenue Target under its respective Strategic Agreement (as described below).

C) **Revenue Targets**

Each of the Strategic Partners have entered in a Strategic Agreement. The Strategic Partners are entitled to receive up to in aggregate, 200,000,000 ordinary shares in the Company OR a cash equivalent payment (**Incentive Payment**) subject to the Strategic Partners:

(a) in the case of Mr Malone, introducing A\$6,000,000 in revenue, and

(b) in the case of Messrs Zhang and Bao collectively, introducing A\$9,000,000 in revenue,

to the Company by 31 December 2021 (**Revenue Targets**). The Revenue Target must be being receipted in cash by 31 December 2022.

The Board has a process in place to review all proposed contracts introduced by the Strategic Partners to ensure that they are robust, sustainable and align with the values held by the Company. Any contract not meeting the Board's approval criteria will not be entered into by the Company and therefore will not count towards meeting the Revenue Target.

The achievement of the Revenue Targets will be verified by an external independent audit prior to allocation.

The approval of the Incentive Payment is not being considered at this General Meeting.

Details on the Strategic Partners

The Company has entered into the Strategic Agreement with the Strategic Partners due to their proven background and abilities:

Mr Ray Malone:

Mr Malone has a proven track record of growing listed companies. He led AMA Group Limited (ASX: AMA) as Executive Chairman from 2009 to 2019 and Chaired Money3 Corporation Limited (ASX: MNY) from 2015 to 2018. Mr Malone has a strong network of commercial, financial and corporate contacts that the Company believes can bring value and growth to the business.

Mr Xiaoniu Bao and Mr Yi Zhang:

Mr Bao and Mr Zhang are senior executives actively involved in the environmental technology and utilities sector in China. They are engaged in a number of significant projects and operations in the environmental protection, energy saving, infrastructure and engineering sectors. They spend their time between Australia and China and seek to invest in companies that they consider may offer solutions for their commercial network in China.

The Company believes that there are significant synergistic opportunities between the Company's existing and potential technology and the current project's being undertaken by associates of Messrs Bao and Zhang that could bring value and growth to the Company.

The Strategic Investors are existing shareholders of the Company and have committed further funds and their best efforts to assist the board and management in growing the Company.

At this time, there is no arrangement or agreement in place for any of the parties or their associates to hold a board position with the Company.

D) **Shareholder approval for Resolutions 2(A) and 2(B) - First Tranche Shares**

On the 8 January 2020, the Company issued the First Tranche Shares to the Strategic Partners which were placed into voluntary escrow on the conditions set out above (See paragraph B above)

Shareholder approval

ASX Listing Rule 7.1 prohibits a listed entity from issuing or agreeing to issue more than 15% of its issued capital in a 12 month period without Shareholder approval (**15% Limit**), unless an exception applies.

Pursuant to ASX Listing Rule 7.4, an issue of securities made without approval is deemed to have been made with Shareholder approval for the purpose of ASX Listing Rule 7.1 provided that:

- (a) the issue did not breach the 15% Limit; and
- (b) the Company in general meeting subsequently approves the issue.

Shareholder ratification for the issue of the First Tranche Shares is now sought pursuant to ASX Listing Rule 7.4 to reinstate the Company's capacity to issue up to 15% of its issued capital, if required, in the next 12 months without further Shareholder approval. At the time of issue of the Part A Shares, the Company was not in breach of ASX Listing Rule 7.1.

Requirements of ASX Listing Rule 7.5

It is a requirement of ASX Listing Rule 7.5, that a listed entity seeking subsequent Shareholder approval under listing rule 7.4 provides the Shareholders with the following information:

(a) The total number of shares issued:

Resolution 2(A): 50,400,000 Fully paid ordinary shares

Resolution 2(B): 69,600,000 Fully paid ordinary shares

(b) The price at which the securities were issued:

The First Tranche Shares were issued at a price of \$0.007 per Share.

(c) The terms of the shares:

The First Tranche Shares were issued on terms identical to the Company's existing quoted fully paid ordinary Shares. The shares will be placed into voluntary escrow with:

- 50% of the First Tranche Shares to be released from escrow on the earlier to occur of:
 - 12 months from the issue date; and
 - the date on which a Strategic Partner has satisfied two-thirds of its respective Revenue Target;
- the balance of the First Tranche Shares to be released from escrow on the earlier to occur of:
 - 24 months from the issue date; and

- the date on which a Strategic Partner has satisfied the final one-third of its respective Revenue Target.

(d) The names of the Allottees:

MRGL Pty Ltd ATF Mr Gloss Unit Trust	50,400,000
Xiaoniu Bao & Yi Zhang	69,600,000

(e) The use of funds raised:

The funds raised from the issue of these shares will be used to support growth initiatives, particular in the Asian market.

The Directors unanimously recommend that Shareholders vote in favour of these Resolutions

E) Shareholder approval Resolutions 3(A) and 3(B) - Second Tranche Shares

These Resolutions seek to obtain Shareholder approval for the Second Tranche Shares for the purposes of ASX Listing Rule 7.1. Should Shareholder approval be obtained, the Second Tranche Shares will not be included in the calculation of the 15%.

Requirements of ASX Listing Rule 7.3

It is a requirement of ASX Listing Rule 7.3, that when seeking approval for the purpose of ASX Listing Rule 7.1, Shareholders are given the following information:

(a) The maximum number of securities the entity is to issue (if known) or the formula for calculating the number of securities the entity is to issue:

Resolution 3(A): 51,978,384 fully paid ordinary shares
 Resolution 3(B): 64,779,674 fully paid ordinary shares

(b) The price at which the securities will be issued:

The Second Tranche Shares will be issued at a price of \$0.007 per Share.

(c) The terms of the shares:

The Second Tranche Shares will be issued on terms identical to the Company's existing quoted fully paid ordinary Shares. The shares will be placed into voluntary escrow on the conditions set out above (see paragraph B above).

(d) The names of the Allottees:

Raymond McGregor Malone or nominee	51,978,384
Xiaoniu Bao & Yi Zhang or nominee	64,779,674

(e) The use of funds raised:

The funds raised from the issue of these shares will be used to support growth initiatives, particular in the Asian market

(f) The issue date:

The Second Tranche Shares will be issued within three months of being approved by Shareholders.

The Directors unanimously recommend that Shareholders vote in favour of these Resolutions

Resolution 4 - Approval for issue of Shares & Unlisted Options to a Director – Adam Gallagher

Background

On 6 November 2019, the Company announced new remuneration packages for Executive and Non-Executive directors.

Mr Gallagher was appointed Chief Executive Officer (**CEO**) on 9 February 2019 and has not yet received any remuneration for performing this role. The Company has recently negotiated a contract with Mr Gallagher for which he will receive a package of \$180,000 pa, effective from 9 February 2019.

Mr Gallagher has agreed to take outstanding fees owing to him, being CEO fees from the commencement of his position as CEO to 30 September 2019 for \$115,000 and Service Fees of \$40,000 in equity. This equates to \$155,000

It is proposed that Mr Gallagher will be allocated fully paid ordinary shares at a deemed issue price of \$0.007 each, being the same price as the recent Rights Issue, together with the attaching Free Options granted to subscribers to the Rights Issue.

The shares and options will be subject to escrow and only vest upon Mr Gallagher stepping down as CEO of the Company.

Shareholder approval

Under ASX Listing Rule 10.11, an entity may only agree to issue securities to a related party (including a director), with shareholder approval. This Resolution is proposed for the purposes of obtaining approval under ASX Listing Rule 10.11.

Requirements of ASX Listing Rule 10.11

It is a requirement of ASX Listing Rule 10.13, that a listed entity provide the following information to shareholders:

(a) Name of the allottee or person entitled to participate

Mr Adam Gallagher (or his nominee)

(b) Category under rules 10.11.1 to 10.11.5

Related Party-director

(c) the maximum number of Shares to be issued:

22,142,858 fully paid ordinary shares and 22,142,858 Free Options.

(d) the issue price:

deemed issue price of \$0.007 per share, with attaching Free Option.

(e) terms of the issue:

Shares will be issued under the same terms as all other fully paid ordinary shares on issue. The Free Options will have an exercise price of \$0.015 each and expire 3 years from date of issue. The Shares and Options will be subject to escrow and only vest upon Mr Gallagher stepping down as CEO of the Company.

(f) Purpose of the issue:

To satisfy the Company's historical remuneration obligations to Mr Gallagher. Directors fees pre 9 February 2019 and CEO fees for the period 9 February 2019 to 30 September 2019. Mr Gallagher is currently on a remuneration package of \$180,000 pa.

(g) Issue date:

The shares and Free Options will be issued by no later than one month after being approved by Shareholders.

(h) intended use of funds

No funds will be raised by the issue of the shares or Free Options the subject of this Resolution as both will be issued for non-cash consideration. The Free Options will raise approximately \$332,143 should they be subsequently exercised.

Where approval is obtained for the purpose of ASX Listing Rule 10.11, approval is not required under ASX Listing Rule 7.1.

The Director, the subject of these resolution, because of his interest, makes no recommendation in relation to this resolution. All other Directors recommend that Shareholders vote in favour of this Resolution.

Resolution 5 - Approval for issue of Shares & Unlisted Options to a Director - Mr Anoosh Manzoori

Background

On 6 November 2019, the Company announced the new remuneration packages for Executive and Non-Executive directors.

From 1 November 2019, Non-Executive Directors will receive \$60,000 pa and \$10,000 pa for each Committee they Chair. The Chairman will receive fees of \$70,000 pa. Prior to this, Non-Executive directors received \$40,000 pa and no fees for chairing a Committee. The Chairman received fees of \$50,000 pa.

Mr Manzoori has agreed to take all of his outstanding Non-Executive directors fees, in equity. This equates to \$29,000.

It is proposed that Mr Manzoori will be allocated shares at a deemed issue price \$0.007 each, being the same price as the recent Rights Issue together with the attaching Free Options granted to the subscribers to the Rights Issue.

Shareholder approval

Under ASX Listing Rule 10.11, an entity may only agree to issue securities to a related party (including a director), with shareholder approval. This Resolution is proposed for the purposes of obtaining approval under ASX Listing Rule 10.11.

Requirements of ASX Listing Rule 10.11

It is a requirement of ASX Listing Rule 10.13, that a listed entity provide the following information to shareholders:

(a) Name of the allottee or person entitled to participate

Mr Anoosh Manzoori (or his nominee)

(b) Category under rules 10.11.1 to 10.11.5

Related Party-director

(c) the maximum number of Shares to be issued:

4,142,858 Ordinary Shares and 4,142,858 Free Options.

(d) the issue price:

\$0.007 per share, with attaching Free Option.

(e) terms of the issue:

Shares will be issued under the same terms as all other ordinary shares on issue. The Free Options will have an exercise price of \$0.015 each and expire 3 years from date of issue.

(f) Purpose of the issue:

To satisfy the Company's historical director's fee obligations to Mr Manzoori. Mr Manzoori is currently entitled to Director Fees of \$60,000 pa and Committee fees of \$10,000 pa

(g) Issue date:

The shares and Free Options will be issued by no later than one month after being approved by Shareholders.

(h) intended use of funds

No funds will be raised by the issue of the shares or Free Options the subject of this Resolution as both will be issued for non-cash consideration. The Free Options will raise approximately \$62,143 should they be subsequently exercised.

Where approval is obtained for the purpose of ASX Listing Rule 10.11, approval is not required under ASX Listing Rule 7.1.

The Director, the subject of these Resolution, because of his interest, makes no recommendation in relation to this resolution. All other Directors recommend that Shareholders vote in favour of this Resolution.

Resolution 6 - Approval for issue of Shares & Unlisted Options to a Director - Mr Leath Nicholson

Background

On 6 November 2019, the Company announced the new remuneration packages for Executive and Non-Executive directors.

From 1 November 2019, Non-Executive Directors will receive \$60,000 pa and \$10,000 pa for each Committee they Chair. The Chairman will receive fees of \$70,000 pa. Prior to this, Non-Executive directors received \$40,000 pa and no fees for chairing a Committee. The Chairman received fees of \$50,000 pa.

Mr Nicholson has agreed to take all of his outstanding fees owing to him, being Chairman's fees of \$30,200, Legal fees owed to his firm of \$40,000 and Rental Fees owed to his related company of \$19,800, in equity. This equates to \$90,000.

It is proposed that Mr Nicholson will be allocated shares at a deemed issue price of \$0.007 each, being the same price as the recent Rights Issue, together with the Free Options granted to the subscribers to the Rights Issue.

Shareholder approval

Under ASX Listing Rule 10.11, an entity may only agree to issue securities to a related party (including a director), with shareholder approval. This Resolution is proposed for the purposes of obtaining approval under ASX Listing Rule 10.11.

Requirements of ASX Listing Rule 10.11

It is a requirement of ASX Listing Rule 10.13, that a listed entity provide the following information to shareholders:

(a) Name of the allottee or person entitled to participate

Mr Leath Nicholson (or his nominee)

(b) Category under rules 10.11.1 to 10.11.5

Related Party-director

(c) the maximum number of Shares to be issued:

12,857,143 Ordinary Shares and 12,857,143 Free Options.

(d) the issue price:

\$0.007 per share, with attaching Free Option.

(e) terms of the issue:

Shares will be issued under the same terms as all other ordinary shares on issue. The Free Options will have an exercise price of \$0.015 each and expire 3 years from date of issue.

(f) Purpose of the issue:

To satisfy the Company's historical director's fee, legal fee and rental fee obligations to Mr Nicholson. Mr Nicholson is currently entitled to Director Fees of \$70,000 pa .

(g) Issue date:

The Shares and Free Options will be issued by no later than one month being approved by Shareholders.

(h) intended use of funds

No funds will be raised by the issue of the shares or Free Options the subject of this Resolution as both will be issued for non-cash consideration. The Free Options will raise approximately \$192,857 should they subsequently be exercised.

Where approval is obtained for the purpose of ASX Listing Rule 10.11, approval is not required under ASX Listing Rule 7.1.

The Director, the subject of these Resolution, because of his interest, makes no recommendation in relation to this resolution. All other Directors recommend that Shareholders vote in favour of this Resolution.

Resolution 7- Approval for issue of Shares - Hongmen Capital Holdings Pty Ltd

Transactional Overview

Hongmen Capital Holdings Pty Ltd (**Hongmen**) has been instrumental in the facilitation of the Strategic Agreement between the Company and the Strategic Partners, Mr Bao and Mr Zhang as disclosed under Resolutions 2 & 3 in this Notice of Meeting.

The Company has agreed to reward Hongmen for the services they have provided with the payment of \$150,000. This fee represents approximately 6% of the total funds to be invested by Mr Bao and Mr Zhang. This fee will be satisfied by the issue of fully paid ordinary shares (**Hongmen Shares**) at a deemed issue price of \$0.007 each, being the same price offered under the Rights Issue. These shares will be the subject of a voluntary escrow arrangement for 2 years from date of issue.

Shareholder approval

This Resolution seeks to obtain Shareholder approval for the issue of the Hongmen Shares for the purposes of ASX Listing Rule 7.1. Should Shareholder approval be obtained, the Hongmen Shares will not be included in the calculation of the 15%.

Requirements of ASX Listing Rule 7.3

It is a requirement of ASX Listing Rule 7.3, that when seeking approval for the purpose of ASX Listing Rule 7.1, Shareholders are given the following information:

(a) The maximum number of securities the entity is to issue (if known) or the formula for calculating the number of securities the entity is to issue:

Up to 21,428,571 fully paid ordinary shares (Hongmen Shares)

(b) The price at which the securities will be issued:

Deemed issue price of \$0.007 per share.

(c) The terms of the shares:

The Hongmen Shares to be allotted will be identical to the Company's existing fully paid ordinary shares. Shares will be subject to voluntary escrow for 2 years from date of issue.

(d) The names of the Allottees:

Hongmen Capital Holdings Pty Ltd

(e) The use of funds raised:

As the issue of the Hong Shares is to satisfy the terms of an agreement between the Company and Hongmen Capital Holdings Pty Ltd, no moneys will be raised.

(f) The issue date:

The Hongmen Shares will be issued within three months of being approved by Shareholders.

The Directors unanimously recommend that Shareholders vote in favour of this Resolution

Resolution 8 – Increase in Non-Executive Remuneration Pool

The current aggregate maximum fee's able to be paid by the Company (and its subsidiaries) to non-executive directors is \$250,000 per annum, which was set by shareholders at the 2016 AGM. The Company is seeking to obtain approval under ASX Listing rule 10.17 and Clause 13.12 of the Company's Constitution to increase the aggregate annual maximum non-executive director remuneration payable by \$150,000 to \$400,000 per annum. Until recently, no additional fees were payable to non-executive directors Chairing a Committee. The current Directors take the view that based on best practice, it is appropriate to increase the maximum non-executive remuneration pool to provide flexibility to attract and retain non-executive directors on remuneration terms commensurate with their skills & expertise and to appropriately remunerate non-executive directors for additional board committee roles. It is envisaged that the increase in the fee pool will cover any potential increases.

The following equity has been issued to non-executive directors in the past 3 years under Listing Rule 10.11 or 10.14. This excludes issues the subject of Resolutions in this Notice of Meeting.

Leath Nicholson

2,176,471 Ordinary Shares issued on 26 November 2018

2,000,000 Options exercisable at \$0.10 each on or before 15 November 2020. Issued on 15 December 2016.

Adam Gallagher

2,058,824 Ordinary Shares issued on 26 November 2018

1,446,550 Options exercisable at \$0.10 each on or before 20 November 2021. Issued on 21 November 2017.

Anoosh Manzoori

2,058,824 Ordinary Shares issued on 26 November 2018

2,000,000 Options exercisable at \$0.10 each on or before 15 November 2020. Issued on 15 December 2016

Resolution 9 – Change to Company Name

In accordance with Section 157(1) of the Corporations Act, if a company wants to change its name, it must pass a special resolution adopting a name new. It is proposed that the Company change its name from CCP Technologies Limited to Constellation Technologies Limited. The Board has approved the change of name subject to the approval of Shareholders.

The board considers the change in name appropriate as it reflects the due direction in which the Company is moving. The change in name will not affect the legal status of the Company.

As this Resolution is a special resolution, it requires approval of 75% or more of all votes cast by shareholders 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 157(3) of the Corporations Act, the change of name will take effect when ASIC alters the details of the Company's registration. The name Constellation Technologies Limited has been reserved by the Company with ASIC.

The ASX listing code for the Company will not change.

The Directors unanimously recommend that Shareholders vote in favour of this Resolution

Resolutions 10A & 10B – Changes to Company's Constitution

The Company is currently governed by its existing Constitution, a copy of which can be found on the Company's website: www.ccp-technologies.com

Under Section 136 (2) of the Corporations Act, a company can modify its Constitution or a provision of its Constitution by special resolution. This requires approval of 75% or more of all votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a member which is a corporation, a representative).

Resolution 10A

The proposed resolution seeks approval to allow a circular resolution of the board of directors to be passed by the majority of directors entitled to vote on a resolution rather than all directors being required to sign.

Currently, clause 15.3 of the Company's Constitution states:

"The directors may pass a resolution in writing without holding a meeting if all directors who are entitled to vote on the resolution sign the document or documents or identical copies of it or them".

This resolution proposes that clause 15.3 be deleted in its entirety and be replaced with the following:

"The directors may pass a resolution in writing without holding a meeting if the majority directors who are entitled to vote on the resolution sign the document or documents or identical copies of it or them".

Resolution 10B

Changes to the ASX Listing Rules that commenced on the 1 December 2019 require a listed Company's Constitution to contain certain provisions set out in Listing rule 15.12 regarding the restriction of securities.

Accordingly, the Company seeks Shareholder approval to amend its Constitution to comply with these changes in the Listing Rules. Currently, clause 8.5 of the Company's Constitution states:

"Restricted securities under the Listing Rules may not be disposed of during the restriction period which applies to the restricted securities, except as permitted by the Listing Rules or ASX."

This Resolution proposes that clause 8.5 be deleted in its entirety and be replaced with the following new clause 8.5:

The Company shall comply with the requirements of the Listing Rules with respect to Restricted Securities. Without limiting the obligation to comply with the Listing Rules:

- a) A holder of Restricted Securities must not dispose of, or agree or offer to dispose of the Restricted Securities during the escrow period applicable to those Restricted Securities except as permitted by the Listing Rules or ASX;*
- b) If the Restricted Securities are in the same class as quoted securities, the holder will be taken to have agreed in writing that the Restricted Securities are to be kept on the Company's issuer sponsored sub-register and are to have a Holding Lock applied for the duration of the escrow period applicable to those securities;*
- c) The Company will refuse to acknowledge any Disposal (including, without limitation, to register any transfer), of Restricted Securities during the escrow period except as permitted by the Listing Rules or ASX;*
- d) A holder of Restricted Securities will not be entitled to participate in any return of capital on those Restricted Securities during the escrow period applicable to those Restricted Securities except as permitted by the Listing Rules, or ASX; and*
- e) If a holder of Restricted Securities breaches a Restriction Deed or a provision of the Company's Constitution restricting a disposal of those Restricted Securities, the holder will not be entitled to any dividend or distribution, or to the exercise any rights in respect of those Restricted Securities for so long as the breach continues.*

For the purpose of clause 31 of the Company's Constitution, Dispose, Disposal and Holding Lock have the meaning given to them in the Listing Rules.

The Directors unanimously recommend that Shareholders vote in favour of this Resolution



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ONLINE PROXY APPOINTMENT

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MOBILE DEVICE PROXY APPOINTMENT

Lodge your proxy by scanning the QR code below, and enter your registered postcode.

It is a fast, convenient and a secure way to lodge your vote.

2020 GENERAL MEETING PROXY FORM

I/We being shareholder(s) of CCP Technologies Limited and entitled to attend and vote hereby:

APPOINT A PROXY

The Chair of the meeting

OR



PLEASE NOTE: If you leave the section blank, the Chair of the Meeting will be your proxy.

or failing the individual(s) or body corporate(s) named, or if no individual(s) or body corporate(s) are named, the Chair of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf, including to vote in accordance with the following directions (or, if no directions have been given, and to the extent permitted by law, as the proxy sees fit), at the General Meeting of the Company to be held **at Level 7, 420 Collins Street Melbourne, Victoria, Australia on 27 May 2020 at 10.00am (Melbourne time)** and at any adjournment or postponement of that Meeting.

CHAIR'S VOTING INTENTION IN RELATION TO UNDIRECTED PROXIES:

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

VOTING DIRECTIONS

Resolutions

	For	Against	Abstain*
1 Approval for the issue of Unlisted Options in lieu of underwriting fees - 16,800,000 Unlisted Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2(A) Ratification of the issue of Shares - 50,400,000 Fully Paid Ordinary Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2(B) Ratification of the issue of Shares - 69,600,000 Fully Paid Ordinary Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3(A) Approval for issue of Shares - 51,978,384 Fully Paid Ordinary Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3(B) Approval for issue of Shares - 71,779,674 Fully Paid Ordinary Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Approval for issue of Shares & Unlisted Options to a Director – Mr Adam Gallagher	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 Approval for issue of Shares & Unlisted Options to a Director – Mr Anoosh Manzoori	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6 Approval for issue of Shares & Unlisted Options to a Director – Mr Leath Nicholson	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7 Approval for issue of Shares – Hongmen Capital Holdings Pty Ltd	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8 Increase in Non-Executive Remuneration Pool	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9 Change of Company Name	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10(A) Amendment to Company's Constitution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10(B) Amendment to Company's Constitution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>



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

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

This form should be signed by the shareholder. If a joint holding, all the shareholder should sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the Corporations Act 2001 (Cth).

Email Address



Please tick here to agree to receive communications sent by the company via email. This may include meeting notifications, dividend remittance, and selected announcements.

HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

In light of current laws and recommendations relevant to holding physical public gatherings and social distancing, the Company has put in place arrangements to hold a **Hybrid General Meeting**.

To preserve the safety of our Shareholders and Employees, attendance in person at the General Meeting is not possible.

Shareholders wishing to attend the meeting are requested to register to attend the meeting virtually using Webinar Conferencing facilities that the Company has put in place. Shareholders can register at the Company's website www.ccp-technologies.com.

Please refer to the Notice of Meeting for more details.

CHANGE OF ADDRESS

This form shows your address as it appears on Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes.

APPOINTMENT OF A PROXY

If you wish to appoint the Chair as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chair, please write that person's name in the box in Step 1. A proxy need not be a shareholder of the Company. A proxy may be an individual or a body corporate.

DEFAULT TO THE CHAIR OF THE MEETING

If you leave Step 1 blank, or if your appointed proxy does not attend the Meeting, then the proxy appointment will automatically default to the Chair of the Meeting.

VOTING DIRECTIONS – PROXY APPOINTMENT

You may direct your proxy on how to vote by placing a mark in one of the boxes opposite each resolution 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 resolution 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 a given resolution, your proxy may vote as they choose to the extent they are permitted by law. If you mark more than one box on a resolution, your vote on that resolution will be invalid.

PLEASE NOTE: If you appoint the Chair as your proxy (or if he is appointed by default) but do not direct him how to vote on a resolution (that is, you do not complete any of the boxes "For", "Against" or "Abstain" opposite that resolution), the Chair may vote as he sees fit on that resolution.

APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning Advanced Share Registry Limited or you may copy this form and return them both together.

To appoint a second proxy you must:

- On each Proxy Form state the percentage of your voting rights or number of shares 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.

CORPORATE REPRESENTATIVES

If a representative of a nominated corporation is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission in accordance with the Notice of Meeting. A Corporate Representative Form may be obtained from Advanced Share Registry.

SIGNING INSTRUCTIONS ON THE PROXY FORM

Individual:

Where the holding is in one name, the security holder must sign.

Joint Holding:

Where the holding is in more than one name, all of the security holders should sign.

Power of Attorney:

If you have not already lodged the Power of Attorney with Advanced Share Registry, please attach the original or a certified photocopy of the Power of Attorney to this form when you return it.

Companies:

Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held.

LODGE YOUR PROXY FORM

This Proxy Form (and any power of attorney under which it is signed) must be received at an address given below by 10.00am (Melbourne time) on 25 May 2020, being not later than 48 hours before the commencement of the Meeting. Proxy Forms received after that time will not be valid for the scheduled meeting.



ONLINE PROXY APPOINTMENT

www.advancedshare.com.au/investor-login



BY MAIL

Advanced Share Registry Limited
110 Stirling Hwy, Nedlands WA 6009; or
PO Box 1156, Nedlands WA 6909



BY FAX

+61 8 6370 4203



BY EMAIL

admin@advancedshare.com.au



IN PERSON

Advanced Share Registry Limited
110 Stirling Hwy, Nedlands WA 6009



ALL ENQUIRIES TO

Telephone: +61 8 9389 8033