
VIP GLOVES LIMITED

ACN 057 884 876

NOTICE OF ANNUAL GENERAL MEETING

TIME: 1pm AEDT / 10am Kuala Lumpur Time

DATE: 25 November 2022

PLACE: The meeting will be held as a hybrid meeting, at the offices of Boardroom Limited 12th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor, Malaysia, and virtually via Zoom webinar.

The Notice of Annual General Meeting and Explanatory Notes, together with details on how to participate and vote at the AGM, are available to Shareholders electronically on the VIP Gloves investor website at <https://www.vipglove.com.my/investor-relations/meeting-notices/>. The Notice of Meeting and Annual Report are also available on the ASX website, under VIP Gloves Limited's ticker code, VIP

The Company encourages all shareholders to lodge a directed proxy form prior to the meeting.

As this is a hybrid AGM, we encourage you to lodge your proxy vote in advance online at <https://www.votingonline.com.au/vipglovesagm2022> or by returning the enclosed hard copy proxy form to Boardroom Pty Limited, GPO Box 3993, Sydney NSW 2001.

Shareholders who wish to participate in the AGM online may do so from their computer or mobile device, by entering the URL into their browser: <https://web.lumiagm.com/339994283> (Meeting ID: 339-994-283)

Registration will open at 12:30pm AEDT / 9.30am Kuala Lumpur time on Friday 25 November 2022.

Shareholders will be able to participate in the meeting, including viewing the meeting, voting online and ask questions using the above link.

VOTING PROCEDURES AT THE AGM

All Resolutions will be voted by way of a Poll

In accordance with the Company's Constitution (**Constitution**) and the *Treasury Laws Amendment*

VOTING ELIGIBILITY

The Directors have determined pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Annual General Meeting are those who are registered Shareholders of the Company at 7pm AEDT / 4pm Kuala Lumpur time on 23 November 2022.

ATTENDANCE AND ONLINE VOTING PROCEDURES DURING THE AGM:

To vote, attend the Annual General Meeting on the date and at the place set out above.

Shareholders and proxyholders using VIP Gloves' online voting platform (<https://web.lumiagm.com/339994283>) will be able to vote directly through the online platform from the commencement of the meeting until closure of voting as announced by the Chair.

More information about how to use the online voting platform (including how to vote and ask questions online during the AGM) is available in the Online Platform Guide, which is available on our website at <https://www.vipglove.com.my/investor-relations/meeting-notices/>. If you intend to use the online platform, then before the AGM we recommend that you ensure the online platform works on your device. Further instructions are provided in the Online Platform Guide.

Power of Attorney

A proxy appointment and the original power of attorney (if any) under which the proxy appointment is signed (or a certified copy of that power of attorney or other authority) must be received by the Company no later than 1pm AEDT / 10am Kuala Lumpur time on 23 November 2022 being 48 hours before the AGM.

Corporate Representatives

A body corporate which is a shareholder, or which has been appointed as a proxy, is entitled to appoint any person to act as its representative at the AGM. The appointment of the representative must comply with the requirements under section 250D of the Corporations Act. The representative must bring to the AGM a properly executed letter or other document confirming its authority to act as the body corporate's representative. A 'Certificate of Appointment of Corporate Representative' form can be obtained from VIP Gloves' share registry or online at www.boardroomlimited.com.au

VOTING BY PROXY

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

- By post to Boardroom Pty Limited, GPO Box 3993, Sydney NSW 2001 Australia; or
- By facsimile to the Boardroom on facsimile number 61 2 9290 9655; or
- Vote Online at <https://www.votingonline.com.au/vipglovesagm2022>

so that it is received not later than 1pm AEDT on 23 November 2022.

Proxy Forms received later than this time will be invalid.

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

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

Proxy vote if appointment specifies way to vote

Section 250BB(1) of the Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, **if it does**:

- the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (i.e. as directed); and
- if the proxy has 2 or more appointments that specify different ways to vote on the resolution – the proxy must not vote on a show of hands; and
- if the proxy is the chair of the meeting at which the resolution is voted on – the proxy must vote on a poll, and must vote that way (i.e. as directed); and
- if the proxy is not the chair – the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (i.e. as directed).

Transfer of non-chair proxy to chair in certain circumstances

Section 250BC of the Corporations Act provides that, if:

- an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the Company's members; and
- the appointed proxy is not the chair of the meeting; and
- at the meeting, a poll is duly demanded on the resolution; and
- either of the following applies:
 - the proxy is not recorded as attending the meeting;
 - the proxy does not vote on the resolution,

the chair of the meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at the meeting.

BUSINESS OF THE MEETING

The Explanatory Memorandum accompanying this Notice of Meeting provides additional information on matters to be considered at the AGM. The Explanatory Memorandum and Voting Procedures comprise part of this Notice of Meeting.

CONSIDERATION OF REPORTS

To receive and consider the Annual Financial Report, the Directors' Report and the Independent External Auditor's Report of the Company for the financial year ended 30 June 2022.

All shareholders can view the 2022 Annual Report which contains the Financial Report for the year ended 30 June 2022 on the VIP Gloves Investor Centre website at <https://www.vipglove.com.my/investor-relations/announcement/>

Questions and Comments

Following consideration of the Reports, the Chair will provide shareholders a reasonable opportunity to ask questions about or comment on the management of the Company.

The Chair will also provide shareholders a reasonable opportunity to ask the Auditor questions relevant to:

- the conduct of the audit;
- the preparation and content of the Independent External 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.

The Chair will also give the Auditor a reasonable opportunity to answer written questions submitted by shareholders that are relevant to the content of the Independent External Auditor's Report or the conduct of the audit.

The Chair of the Meeting will seek to address as many questions as possible with the more frequently raised topics answered in a single response. Please note that individual responses will not be sent to shareholders.

ITEMS FOR APPROVAL

RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

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

"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 2022."

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

Voting Prohibition Statement:

A vote on **Resolution 1** must not be cast (in any capacity) by or on behalf of any 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.

RESOLUTION 2 – ELECTION OF DIRECTOR – MR HOW WENG (SEBASTIAN) CHANG

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

“ That, for the purpose of clause 20.3 of the Constitution, ASX Listing Rule 14.4 and for all other purposes, Mr How Weng (Sebastian) Chang, retires, and being eligible, is re-elected as a Director.”

RESOLUTION 3 – ELECTION OF DIRECTOR – MS JOANNE KING

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

“ That, for the purpose of clause 20.1 of the Constitution, ASX Listing Rule 14.4 and for all other purposes, Ms Joanne King, retires, and being eligible, is re-elected as a Director.”

RESOLUTION 4 – APPROVAL OF 10% PLACEMENT FACILITY

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

"That, pursuant to and in accordance with Listing Rule 7.1A and for all other purposes, Shareholders approve the issue of Equity Securities up to 10% of the issued capital of the Company (at the time of the issue) calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and on the terms and conditions in the Explanatory Memorandum."

Voting Exclusion

The Company will disregard any votes cast in favour of **Resolution 4** (in any capacity) by or on behalf of any of the following persons:

- 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 Shares in the Company); or
- b) any Associate of that person (or those persons).

However, the Company need not disregard a vote cast in favour of the Resolution by or on behalf of:

- 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
- 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
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting and is not an associate of a person excluded from voting on the Resolution; and
 - (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

RESOLUTION 5 – AMENDMENT TO CONSTITUTION

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

"That, for the purposes of Section 136(2) of the Corporations Act and for all other purposes, approval is given that the constitution of the Company is amended in the manner set out in the Explanatory Statement, with effect from the conclusion of the meeting."

RESOLUTION 6 – RATIFY A PRIOR ISSUE OF SHARES AND OPTIONS

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

"That for the purposes of ASX Listing Rule 7.4 and for all other purposes, the Shareholders ratify the issue of 900,000 ordinary shares at 6c per share, and 1 million options (ex-price 7.5c and ex-date of 18 months from date of issue on the terms and conditions set out in the Explanatory Memorandum."

Voting Exclusion

The Company will disregard any votes cast in favour of **Resolution 6** (in any capacity) by or on behalf of any of the following persons:

- c) Chapter One Advisors who received a material benefit as a result of the issue of Shares and Options in the Company); or
- d) any Associate of that person (or those persons).

However, the Company need not disregard a vote cast in favour of the Resolution by or on behalf of:

- 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
- 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
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting and is not an associate of a person excluded from voting on the Resolution; and
 - (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

DATED: 21 OCTOBER 2022

BY ORDER OF THE BOARD



ANDREW METCALFE
COMPANY SECRETARY

EXPLANATORY STATEMENT

This Explanatory Memorandum has been prepared for the information of shareholders of the Company in relation to the business to be conducted at the Company's AGM to be held on Friday 25 November 2022.

The purpose of this Explanatory Memorandum is to provide shareholders with information that is reasonably required by shareholders to decide how to vote on the resolutions.

1. FINANCIAL STATEMENTS AND REPORTS

In accordance with the Constitution, the business of the Meeting will include receipt and consideration of the annual report of the Company for the financial year ended 30 June 2022 together with the declaration of the Directors, the Directors' report, the Remuneration Report and the auditor's report.

The Company will not provide a hard copy of the Company's annual financial report to Shareholders unless specifically requested to do so. The Company's annual financial report is available on its website at <https://www.vipglove.com.my/investor-relations/announcement/>

2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

2.1 General

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

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

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

2.2 Voting consequences

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

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

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

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

2.3 Previous voting results

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

3. RESOLUTIONS 2 AND 3 – ELECTION OF DIRECTOR – MESSRS HOW WENG (SEBASTIAN) CHANG AND JOANNE KING

3.1 General

The Constitution requires that at every annual general meeting one-third of the previously elected Directors, and if their number is not a multiple of three, then the number nearest to but not exceeding one-third, must retire from office and is eligible for re-election.

Mr Chang retires in accordance with clause 20.3 of the Constitution and ASX Listing Rule 14.4 and being eligible, seek re-election from Shareholders.

3.2 Qualifications and other material directorships

Resolution 2: Mr How Weng (Sebastian) Chang is a non-executive Director (independent) and current member of the Audit Committee.

Mr Chang has over 25 years' experience in the regional investment environment in Malaysia, in the areas of stockbroking, corporate finance, fund management and venture capital investments. Mr Chang has been educated in Malaysia and USA. Mr Chang is a member of the Audit & Risk Committee. Mr Chang holds a Bachelor of Business Administration (cum laude) majoring in finance & banking.

Mr Chang has no interests, position, association or relationship that might influence, or reasonably be perceived to influence, in a material respect their capacity to bring an independent judgement to bear on issues before the Board and to act in the best interest of the entity and its security holders generally.

3.3 Board recommendation

The Board (excluding Mr Chang) supports the re-election of Mr Chang and recommends that Shareholders vote in favour of Resolution 2.

4. RESOLUTIONS 3 – ELECTION OF DIRECTOR – MS JOANNE KING

4.1 General

The Constitution requires that where a director has been appointed as a casual vacancy, that person holds office until the end of the next following annual general meeting and is eligible for election at that meeting.

Ms King retires in accordance with clause 20.1(c) of the Constitution and ASX Listing Rule 14.4 and being eligible, seek re-election from Shareholders.

4.2 Qualifications and other material directorships

Resolution 3: Ms King is a non-executive Director (independent).

Ms King is currently the Executive General Manager Brand, Marketing and Communications at the Victorian Racing Club. She was previously General Manager (Acting) Brand and Product Marketing and Head of Business Lending and Marketing Communications for National Australia Bank (NAB Business Banking) and is an experienced brand, marketing, customer experience and communication leader in the Telecommunications, Banking, Finance, Health, Insurance, Retail, Pharmaceutical, Building, Distribution, Technology Services, Education, Government, Racing and Entertainment sectors across a number of Australian leading ASX listed companies. Ms King holds a Bachelor of Education.

Ms King has no interests, position, association or relationship that might influence, or reasonably be perceived to influence, in a material respect their capacity to bring an independent judgement to

bear on issues before the Board and to act in the best interest of the entity and its security holders generally.

4.3 Board recommendation

The Board (excluding Ms King) supports the election of Ms King and recommends that Shareholders vote in favour of Resolution 3.

5. RESOLUTION 4 – APPROVAL OF 10% PLACEMENT FACILITY

5.1 General

Listing Rule 7.1A enables eligible entities to issue Equity Securities up to 10% of its issued share capital through placements over a 12-month period after the annual general meeting (**10% Placement Facility**). The 10% Placement Facility is in addition to the Company's 15% placement capacity under Listing Rule 7.1.

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 of \$300 million or less. The Company is an eligible entity because it is not included in the S&P/ASX 300.

The Company is now seeking Shareholder approval by way of a special resolution to have the ability to issue Equity Securities under the 10% Placement Facility.

The exact number of Equity Securities to be issued under the 10% Placement Facility will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2 (refer to Section 11.2(c) below).

The Company is looking expand its operations in Malaysia. The Company may use funds raised from the issue of Equity Securities under the 10% Placement Facility to provide further working capital and/or for the possible acquisition of strategic assets.

5.2 Description of Listing Rule 7.1A

(a) Shareholder approval

The ability to issue Equity Securities under the 10% Placement Facility is subject to Shareholder approval by way of a special resolution at an annual general meeting.

(b) Equity Securities

Any Equity Securities issued under the 10% Placement Facility must be in the same class as an existing quoted class of Equity Securities of the Company.

The Company, as at the date of the Notice, has on issue three classes of Equity Securities, namely Shares, options to acquire Shares and performance rights that can be converted into Shares.

(c) Formula for calculating 10% Placement Facility

Listing Rule 7.1A.2 provides that eligible entities which have obtained shareholder approval at an annual general meeting may issue or agree to issue, during the 12-month period after the date of the annual general meeting, a number of Equity Securities calculated in accordance with the following formula:

$$(A \times D) - E$$

where:

A is the number of fully paid ordinary securities on issue at the commencement of the relevant period:

- (a) *plus*, the number of fully paid ordinary securities issued in the relevant period under an exception in ASX Listing Rule 7.2 other than exception 9, 16 or 17;
- (b) *plus*, the number of partly paid ordinary securities issued in the relevant period on the conversion of convertible securities within Listing Rule 7.1 exception 9 where:

- (i) the convertible securities were issued or agreed to be issued before the commencement of the relevant period; or
- (ii) the issue of, or agreement to issue, the convertible securities was approved, or taken to be approved under Listing Rule 7.1 and 7.4
- (c) *plus*, the number of fully paid ordinary securities issued in the relevant period under an agreement to issue securities within Listing Rule exception 16 where:
 - (i) the agreement was entered into before the commencement of the relevant period; or
 - (ii) the agreement or issue was approved, or taken to have been approved under Listing Rule 7.1 and 7.4
- (d) *plus*, the number of other fully paid ordinary securities issued in the relevant period with approval under Listing Rule 7.1 and 7.4;
- (e) *plus*, the number of partly paid ordinary securities that became fully paid in the relevant period;
- (f) *less* the number of fully paid ordinary securities cancelled in the 12 months.

D 10%.

E the number of equity securities issued or agreed to be issued under Listing Rules 7.1A.2 in the relevant period where the issue or agreement to issue has not been subsequently approved by the holders of its ordinary securities under Listing Rule 7.4.

(d) Listing Rule 7.1 and Listing Rule 7.1A

The ability of an entity to issue Equity Securities under Listing Rule 7.1A is in addition to the entity's 15% placement capacity under Listing Rule 7.1.

At the date of this Notice, the Company has on issue 786,781,435 Shares and therefore has a capacity to issue up to:

- (i) 118,017,215 Equity Securities under Listing Rule 7.1; and
- (ii) subject to Shareholder approval being obtained under Resolution 78,678,144 Equity Securities under Listing Rule 7.1A.

The actual number of Equity Securities that the Company will have capacity to issue under Listing Rule 7.1A will be calculated at the date of issue of the Equity Securities in accordance with the formula prescribed in Listing Rule 7.1A.2 (refer to Section 11.2(c) above).

(e) Minimum Issue Price

The issue price of Equity Securities issued under Listing Rule 7.1A must be not less than 75% of the VWAP of Equity Securities in the same class calculated over the 15 Trading Days on which trades in that class of security were recorded immediately before:

- (i) the date on which the price at which the Equity Securities are to be issued is agreed; or
- (i) if the Equity Securities are not issued within 10 Trading Days of the date in paragraph (i) above, the date on which the Equity Securities are issued.

(f) 10% Placement Period

Shareholder approval of the 10% Placement Facility under Listing Rule 7.1A is valid from the date of the annual general meeting at which the approval is obtained and expires on the earlier to occur of:

- (i) the date that is 12 months after the date of the annual general meeting at which the approval is obtained;

- (ii) The time and date of the Company's next annual general meeting; or
- (iii) the date of the approval by Shareholders of a transaction under Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking) (**10% Placement Period**).

5.3 Listing Rule 7.1A

The effect of Resolution 4 will be to allow the Directors to issue the Equity Securities under Listing Rule 7.1A during the 10% Placement Period without using the Company's 15% placement capacity under Listing Rule 7.1.

Resolution 4 is a special resolution and therefore requires approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

5.4 Specific information required by Listing Rule 7.3A

Pursuant to and in accordance with Listing Rule 7.3A, information is provided in relation to the approval of the 10% Placement Facility as follows:

- (a) The Equity Securities will be issued at an issue price of not less than 75% of the VWAP for the Company's Equity Securities over the 15 Trading Days on which trades in that class of security were recorded immediately before:
 - (i) the date on which the price at which the Equity Securities are to be issued is agreed; or
 - (ii) if the Equity Securities are not issued within 10 Trading Days of the date in paragraph (i) above, the date on which the Equity Securities are issued.
- (b) If Resolution 4 is approved by Shareholders and the Company issues Equity Securities under the 10% Placement Facility, the existing Shareholders' voting power in the Company will be diluted as shown in the below table. There is a risk that:
 - (i) the market price for the Company's Equity Securities may be significantly lower on the date of the issue of the Equity Securities than on the date of the Meeting; and
 - (ii) the Equity Securities may be issued at a price that is at a discount to the market price for the Company's Equity Securities on the issue date or the Equity Securities are issued as part of consideration for the acquisition of a new asset,

which may have an effect on the amount of funds raised by the issue of the Equity Securities.

The below table shows the dilution of existing Shareholders on the basis of the current market price of Shares and the current number of ordinary securities for variable "A" calculated in accordance with the formula in Listing Rule 7.1A(2) as at the date of this Notice.

The table also shows:

- (i) two examples where variable "A" has increased, by 50% and 100%. Variable "A" is based on the number of ordinary securities the Company has on issue. The number of ordinary securities on issue may increase as a result of issues of ordinary securities that do not require Shareholder approval (for example, a pro rata entitlements issue or scrip issued under a takeover offer) or future specific placements under Listing Rule 7.1 that are approved at a future Shareholders' meeting; and
- (ii) two examples of where the issue price of ordinary securities has decreased by 50% and increased by 100% as against the current market price.

Number of Shares on Issue (Variable A in Listing Rule 7.1A.2)		Shares issued – 10% voting dilution	Issue Price		
			\$0.003	\$0.006	\$0.012
			50% decrease	Issue Price	100% increase
			Funds Raised		
Current Shares	786,781,435	78,678,144	\$236,034	\$472,069	\$944,138
50% increase in Shares	1,180,172,153	118,017,215	\$354,052	\$708,103	\$1,416,207
100% increase in Shares	1,573,562,870	157,356,287	\$472,069	\$944,138	\$1,888,275

The table has been prepared on the following assumptions:

- (a) The Company issues the maximum number of Equity Securities available under the 10% Placement Facility.
- (b) No options are exercised, and no performance rights are converted into Shares before the date of the issue of the Equity Securities;
- (c) The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
- (d) The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Facility, based on that Shareholder's holding at the date of the Meeting.
- (e) The table shows only the effect of issues of Equity Securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1.
- (f) The issue of Equity Securities under the 10% Placement Facility consists only of Shares.
- (g) The issue price is \$0.006, being the closing price and last traded price of the Shares on ASX on 14 October 2022.
- (f) The Company will only issue and allot the Equity Securities during the 10% Placement Period. The approval under Resolution 4 for the issue of the Equity Securities will cease to be valid in the event that Shareholders approve a transaction under Listing Rule 11.1.2 (a significant change to the nature or scale of activities) or Listing Rule 11.2 (disposal of main undertaking).
- (g) The Company may seek to issue the Equity Securities for cash consideration

The Company may use the funds raised towards expanding the Company's glove manufacturing operations, to provide further working capital and/or for the possible acquisition of strategic assets.

The Company will comply with the disclosure obligations under Listing Rules 7.1A(4) upon issue of any Equity Securities.

The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Facility. The identity of the allottees of Equity Securities will be determined on a case-by-case basis having regard to the factors including but not limited to the following:

- (i) the methods of raising funds that are available to the Company, including but not limited to, rights issue or other issue in which existing security holders can participate;
- (ii) the effect of the issue of the Equity Securities on the control of the Company;
- (iii) the financial situation and solvency of the Company; and

- (iv) advice from corporate, financial and broking advisers (if applicable).

No allottees under the 10% Placement Facility have been determined as at the date of this Notice but may include existing substantial Shareholders and/or new Shareholders who are not related parties or associates of a related party of the Company.

Further, if the Company does acquire new strategic assets, it is likely that the allottees under the 10% Placement Facility will be the vendors of the new assets.

- (h) The Company previously obtained Shareholder approval for the 10% placement Facility under Listing Rule 7.1A at the 2021 Annual General Meeting on 29 November 2021.
- (i) During the 12 months preceding the date of the 2022 Annual General Meeting no shares were issued under Listing Rule 7.1A.
- (j) A voting exclusion statement is included in the Notice. At the date of the Notice, the Company has not approached any particular existing Shareholder or security holder or an identifiable class of existing security holder to participate in the issue of the Equity Securities. No existing Shareholder's votes will therefore be excluded under the voting exclusion in the Notice.

RESOLUTION 5: AMENDMENT TO CONSTITUTION

Resolution 5 is a special resolution and requires 75% approval of shareholders to be passed.

Under ASIC Corporations (Virtual-only Meetings) Instrument 2022/129, a company whose shares are listed on the ASX can hold a virtual-only meeting until 31 May 2022. However after that date, the company must amend its constitution to allow for virtual-only meetings to be held.

The purpose of the proposed changes will allow the Board in exceptional circumstances to call a meeting of shareholders and have the flexibility to hold the meeting as a virtual only meeting.

The Company will continue to hold its Annual General Meeting as a hybrid meeting of shareholders where permitted.

The proposed changes to the Company's constitution are as follows:

- a) Clause 15.4 (b) and 15.4 (d) of the Company's constitution states the following:
"A notice of a general meeting must:"

For the company to hold a virtual-only meeting of members, an amendment to clause .4 (b) and 15.4 (d) (in italics) is required as follows:

"A notice of a general meeting of Members, including a hybrid or virtual-only meeting, must:"

- b) Clause 15.7 of the Company's constitution relates to a quorum for a general meeting. The following is to be inserted as clause 15.7 (f) to allow members attending virtually to be considered present at the general meeting:

"If a separate meeting place is linked to the main place of a meeting of Shareholders by an instantaneous audio-visual communication device which, by itself or in conjunction with other arrangements:

- (i) gives the general body of members in the separate meeting place a reasonable opportunity to participate in proceedings in the main place;*
- (ii) enables the Chair of the meeting to be aware of proceedings in the other place; and*
- (iii) enables the Shareholders in the separate meeting place to vote on a show of hands or on a poll;*

A Shareholder present at the separate meeting place is taken to be present at the general meeting and entitled to exercise all rights as if he or she was present at the main place.

Nothing in this clause is to be taken to limit the powers conferred on the Chair of the meeting by law."

- c) Clause 15.9 of the Company's constitution relates to an adjournment of a general meeting. The following is to be inserted as clause 15.9 (e) to allow an adjourned general meeting held as a virtual only meeting to be held in the same manner as the meeting was held prior to it being adjourned:

"If, before or during the meeting, any technical difficulty occurs where one or more of the matters set out under this article 15.9 is not satisfied, the chair may:

- (i) adjourn the meeting until the difficulty is remedied; or*
- (ii) continue to hold the meeting in the main place (and any other place which is linked under article 15.4 (d) and transact business, and no member may object to the meeting being held or continuing."*

The Chairman of the meeting intends to vote undirected proxies in favour of Resolution 5.

Directors' recommendation

All directors recommend that shareholders vote in favour of Resolution 5.

RESOLUTION 6: RATIFY A PRIOR ISSUE OF SHARES AND OPTIONS

Resolution 6 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of the Shares and Options (**Ratification**).

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more equity 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.

ASX Listing Rule 7.4 sets out an exception to ASX Listing Rule 7.1. It provides that where a company in general meeting ratifies the previous issue of securities made pursuant to ASX Listing Rule 7.1 (and provided that the previous issue did not breach ASX Listing Rule 7.1) those securities will be deemed to have been made with shareholder approval for the purpose of ASX Listing Rule 7.1.

By ratifying this issue, the Company will retain the flexibility to issue equity securities in the future up to the 15% annual placement capacity set out in ASX Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

On 31 December 2021, a total of 900,000 ordinary shares at 6c per share, and 1 million options (ex-price 7.5c and ex-date of 18 months from date of issue were issued to Chapter One Advisors pursuant to a Services Agreement that was terminated at the election of the Company. Chapter One Advisors provided investor relations services to the Company for a period of 6 months and at completion of the contract period the parties will agree to extend, amend or terminate the agreement. Pursuant to the terms of the agreement, the Company elected to issue securities to Chapter One Advisors in lieu of paying for the 6-month retainer.

Technical information required by ASX Listing Rule 7.4

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

- a) a total of 900,000 ordinary shares at 6c per share, and 1 million options (ex-price 7.5c and ex-date of 18 months from date of issue were issued under LR7.1;
- b) the Shares issued were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing shares;
- c) the Options were issued in accordance with the terms and conditions as disclosed under Schedule 1;
- d) the Shares and Options were issued in lieu of fees pursuant to a Corporate Services Agreement between the Company and the Chapter One Advisors; and
- e) no funds were raised from this issue of Shares and Options.

In the event that shareholders do not approve this resolution, the Company will seek separate approval to cancel the shares and options issued and remunerate for services provided in the form of a cash payment to the equivalent value of the issued shares.

The Chairman of the meeting intends to vote undirected proxies in favour of Resolution 6.

Directors' recommendation

All directors recommend that shareholders vote in favour of Resolution 6.

GLOSSARY

\$ means Australian dollars.

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

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

ASIC means the Australian Securities and Investments Commission.

ASX means ASX Limited.

ASX Listing Rules means the Listing Rules of ASX.

Board means the current board of directors of the Company.

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

Chair means the chair of the Meeting.

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

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

Company means VIP Gloves Limited (ACN 057 884 876).

Constitution means the Company's constitution.

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

Directors means the current directors of the Company.

Explanatory Statement means the explanatory statement accompanying the Notice.

Annual General Meeting or Meeting means the annual general meeting convened by the Notice.

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

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

Option means an option to convert one option into one ordinary share at the exercise price and by the exercise date

Proxy Form means the proxy form accompanying the Notice.

Remuneration Report means the remuneration report set out in the Director's report section of the Company's annual financial report for the year ended 30 June 2022.

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

Section means a section of the Explanatory Statement.

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

Shareholder means a registered holder of a Share.

SCHEDULE 1 – TERMS AND CONDITIONS OF OPTIONS

(a) **Entitlement**

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

(b) **Exercise Price**

The exercise price is \$0.075 (7.5 cents) per option held (**Exercise Price**).

(c) **Expiry Date**

Each Option will expire at 5:00 pm (WST) on a date which is 18 months after their date of issue (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(d) **Vesting Conditions and Exercise Period**

The Options have no vesting conditions and are exercisable at any time on or prior to the Expiry Date (**Exercise Period**).

Fractional components shall be rounded to the nearest whole number.

Upon vesting, the Options are exercisable at any time on or prior to the Expiry Date (**Exercise Period**).

(e) **Notice of Exercise**

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

(f) **Exercise Date**

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

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

Within 15 Business Days after the Exercise Date, the Company will:

- (i) issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;
- (ii) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and
- (iii) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options.

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

(h) **Shares issued on exercise**

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

(i) **Reconstruction of capital**

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

(j) **Participation in new issues**

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

(k) **Change in exercise price**

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

(l) **Transferability**

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

**VIP GLOVES LIMITED**

ABN 83 057 884 876

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
- ☎ **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 1:00pm (AEDT) on Wednesday, 23 November 2022.**

🖥 TO VOTE ONLINE

- STEP 1:** VISIT <https://www.votingonline.com.au/vipglovesagm2022>
- STEP 2:** Enter your Postcode OR Country of Residence (if outside Australia)
- STEP 3:** Enter your Voting Access Code (VAC):

📱 BY SMARTPHONE



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:

- (a) 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.
- (b) 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 **1:00pm (AEDT) on Wednesday 23 November 2022**. Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged using the enclosed Reply Paid Envelope or:

- 🖥 **Online** <https://www.votingonline.com.au/vipglovesagm2022>
- 📠 **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

☐
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 **VIP Gloves 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 virtually at <https://web.lumiagm.com/339-994-283> and at **Boardroom Limited, 12th Floor, Menara Symphony No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor, Malaysia** on Friday 25 November 2022 at 1:00pm (AEDT) / 10:00am Kuala Lumpur Time 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 this Resolution even though Resolution 1, is connected with the remuneration of a member of the key management personnel for 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.

STEP 2 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	ADOPTION OF REMUNERATION REPORT	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	ELECTION OF DIRECTOR – MR HOW WENG (SEBASTIAN) CHANG	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	ELECTION OF DIRECTOR – MS JOANNE KING	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	APPROVAL OF 10% PLACEMENT FACILITY	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	AMENDMENT TO CONSTITUTION	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	RATIFY PRIOR ISSUE OF SHARES	<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

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director / Company Secretary

Contact Name.....

Contact Daytime Telephone.....

Date / / 2022