

**ASX Code: FDV**

12 April 2024

**FRONTIER DIGITAL VENTURES LIMITED  
2024 ANNUAL GENERAL MEETING**

In accordance with ASX Listing Rule 3.17, please see **attached** copies of the following documents:

1. Notice of Annual General Meeting 2024;
2. Proxy Form;
3. A Letter of Shareholders regarding arrangements for the 2024 Annual General Meeting as dispatched to Shareholders in lieu of the Notice of Meeting; and
4. Notice and Voting Access Letter.

The release of this announcement was authorised by the Board of Directors of Frontier Digital Ventures Ltd.

Yours sincerely

**Sandra McIntosh**

Company Secretary

For more information, please contact:

**Company**

Shaun Di Gregorio

Founder and CEO

Phone: +60 3 2700 1591

Email: [shaundig@frontierdv.com](mailto:shaundig@frontierdv.com)

**Investors**

Harry Halstead

Vesparum Capital

Phone: +61 3 8582 4800

Email: [frontierdv@vesparum.com](mailto:frontierdv@vesparum.com)

**About FDV**

Frontier Digital Ventures (FDV) is a leading owner and operator of online classifieds marketplaces in fast growing emerging regions. Currently, FDV operates across three regions – 360LATAM, MENA Marketplaces Group and FDV Asia. FDV works alongside local management teams across property, automotive and general classifieds, providing strategic oversight and operational guidance which leverages FDV's deep classifieds experience and proven track record. FDV seeks to unlock further monetisation opportunities beyond the typical classifieds' revenue, to grow the equity value of its operating companies and realise their full potential. Find out more at [frontierdv.com](http://frontierdv.com).

## Notice of Annual General Meeting

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Notice is given that the Annual General Meeting of Shareholders of Frontier Digital Ventures Limited (**FDV** or the **Company**) will be held as follows:

**Date:** Thursday, 16 May 2024

**Time:** 2:00pm (MYT) / 4:00pm (AEST)

**Venue:** 39-8 The Boulevard, Mid Valley City, Lingkaran Syed Putra, 59200 Kuala Lumpur, Malaysia

and via Zoom webinar, register at:

[https://us02web.zoom.us/webinar/register/WN\\_scbwzVfIRamXrXRHjhOK\\_g](https://us02web.zoom.us/webinar/register/WN_scbwzVfIRamXrXRHjhOK_g)

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### ORDINARY BUSINESS

#### Financial statements and reports

To receive and consider the Company's Annual Report, including the Directors' Report and the Auditor's Report for the year ended 31 December 2023.

#### Resolution 1: Adoption of Remuneration Report

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

*"That the Company adopt the Remuneration Report for the year ended 31 December 2023 in accordance with section 250R(2) of the Corporations Act 2001 (Cth) (the **Corporations Act**)."*

#### Notes:

The vote on this resolution is advisory only and does not bind the Directors or the Company.

#### Voting Exclusion Statement:

The Company will disregard any votes cast on Resolution 1:

- a) by or on behalf of a member of the Company's Key Management Personnel (KMP) whose remuneration details are disclosed in the Remuneration Report for the year ended 31 December 2023 or their closely related parties, in any capacity; or
- b) as a proxy by a person who is a member of the Company's KMP at the date of the meeting or their closely related parties.

However, votes will not be disregarded if they are cast as proxy for a person who is entitled to vote on Resolution 1:

- a) in accordance with the directions on the Proxy Form; or
- b) by the person chairing the Meeting, in accordance with an express authorisation to exercise the proxy even though Resolution 1 is connected with the remuneration of KMP; or
- c) by a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
  - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

The Chair intends to vote on all available undirected proxies in favour of Resolution 1.

**Resolution 2: Re-election of Mr Anthony Klok as a Director**

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

*“That Mr Anthony Klok, who retires by rotation in accordance with the Company’s Constitution and, being eligible for re-election, be re-elected as a Director of the Company.”*

**Resolution 3: Election of Mr Anthony Saines as a Director**

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

*“That Mr Anthony Saines, being appointed to the Board of Directors of the Company on 1 March 2024, in accordance with the Company’s Constitution and, being eligible for election, be elected as a Director of the Company.”*

**Resolution 4: Ratification of prior issue of Ordinary Shares**

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

*“That in accordance with ASX Listing Rule 7.4, the Company ratifies and approves for the purposes of ASX Listing Rule 7.1, the issue of 21,309,459 fully paid ordinary shares in the capital of the Company, details of which are set out in the Explanatory Memorandum.”*

**Voting Exclusion Statement:**

The Company will disregard any votes cast in favour of Resolution 4 by any participant/(s) as outlined in the Explanatory Memorandum accompanying this notice of Meeting and any of their associates, unless the vote is cast:

- a) by a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
- b) 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; or
- c) by a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
  - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

The Chairman intends to vote all available undirected proxies in favour of Resolution 4.

**Resolution 5: Approval to issue ordinary shares to Non-Executive Director, Ms Po Yih Ming (Frances Po)**

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

*“That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, Shareholders approve and authorise the Company to issue Ms Po Yih Ming (Frances Po) or her nominee, fully paid ordinary shares in accordance with the terms summarised in the Explanatory Memorandum.”*

**Voting Exclusion Statement:**

The Company will disregard any votes cast in favour of Resolution 5 by or on behalf of Ms Po Yih Ming, any of her associates, and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) unless the vote is cast:

- a) by a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
- b) 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; or
- c) by a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
  - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

The Chairman intends to vote all available undirected proxies in favour of Resolution 5.

**Other business**

To consider any other business that may lawfully be brought forward in accordance with the Constitution of the Company or the law.

**Other information**

An Explanatory Memorandum accompanies and forms part of this notice of the Annual General Meeting.

All Shareholders should read the Explanatory Memorandum carefully and in its entirety. Shareholders who are in doubt regarding any part of the business of the Meeting should consult their financial or legal adviser for assistance.

**Voting by proxy**

Any Shareholder entitled to attend and vote at this meeting is entitled to appoint a proxy to attend and vote instead of that Shareholder. The proxy does not need to be a Shareholder of the Company and can be either an individual or a body corporate. A Shareholder can appoint a proxy by completing and returning a signed Proxy Form.

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. If no proportion or number is specified, each proxy may exercise half of the Shareholder's votes.

If a Shareholder appoints a body corporate as a proxy, that body corporate will need to ensure that it:

- appoints an individual as its corporate representative to exercise its powers at the meeting, in accordance with section 250D of the *Corporations Act 2001* (Cth); and
- provides satisfactory evidence of the appointment of its corporate representative prior to commencement of the Meeting.

If you wish to indicate how your proxy should vote, please mark the appropriate boxes on the Proxy Form. If you do not direct your proxy how to vote on a particular item of business, you are authorising your proxy to vote as they decide, subject to any applicable voting exclusions.

If your proxy does not attend the Meeting, the Chair will become your proxy by default. The Chair intends to vote in favour of all resolutions on the agenda.

If you appoint the Chair of the Meeting as your proxy or the Chair of the Meeting is appointed as your proxy by default, and you do not provide any voting directions on your proxy form, by completing and returning the proxy form you will be expressly authorising the Chair of the Meeting to cast your vote as he sees fit.

If you intend to appoint a member of the Key Management Personnel (other than the Chair) or any of their closely related parties as your proxy on Resolution 1, please ensure that you direct them how to vote on Resolution 1.

Proxies must be:

- a) lodged at the Company's share registry, Computershare Investor Services Pty Limited; or
- b) submit online at [www.investorvote.com.au](http://www.investorvote.com.au) using your secure access information as per the details on the proxy form; or
- c) faxed to the fax number specified below.

**no later than 2:00pm (MYT) / 4:00pm (AEST) on Tuesday, 14 May 2024.**

Address (postal deliveries): C/-Computershare Investor Services Pty Limited, GPO Box 242, Melbourne VIC 3001, Australia

Fax number for lodgement: (within Australia) 1800 783 447  
(outside Australia) +61 3 9473 2555

The Proxy Form has been enclosed. Please read all instructions carefully before completing the Proxy Form.

### **Live Online Voting**

#### **How to submit your vote during the Meeting**

To vote online during the Meeting, you can log in by entering the following URL <https://meetnow.global/MW9DVGJ> on your computer, tablet or smartphone.

Online registration will open 30 minutes before the Meeting.

To make the registration process quicker, please have your SRN/HIN and registered postcode or country code ready. Proxyholders will need to contact the call centre before the Meeting to obtain their login details.

To vote in the Meeting online follow the instructions below.

1. Click on 'Join Meeting Now'.
2. Enter your SRN/HIN. Proxyholders will need to contact Computershare on +61 3 9415 4024 one hour prior to the Meeting to obtain their login details.
3. Enter your postcode registered to your holding if you are an Australian securityholder. If you are an overseas security holder select the country of your registered holding from the drop-down list.
4. Accept the Terms and Conditions and 'Click Continue'.

You can cast votes at the appropriate times while the Meeting is in progress.

For full details on how to log on and vote online, please refer to the user guide [www.computershare.com.au/onlinevotingguide](http://www.computershare.com.au/onlinevotingguide).

### **Custodian Voting**

Shareholders who are subscribers of Intermediary Online, please submit your votes electronically via [www.intermediaryonline.com](http://www.intermediaryonline.com).

### **Entitlement to vote**

In accordance with section 1074E(2)(g)(i) of the Corporations Act and regulation 7.11.37 of the *Corporations Regulations 2001* (Cth), the Company has determined that for the purposes of the Meeting shares will be taken to be held by the persons who held them as registered Shareholders at 5:00pm (MYT) / 7:00pm (AEST) on Tuesday, 14 May 2024.

Accordingly, share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the meeting.

### **Voting Intentions**

Subject to any voting restrictions and exclusions, the Chair intends to vote in favour of all resolutions on the agenda.

In respect of all available undirected proxies, subject to any voting restrictions and exclusions, the Chair intends to vote in favour of all resolutions on the agenda.

### **Questions and Comments by Shareholders at the Meeting**

In accordance with the Corporations Act, a reasonable opportunity will be given to Shareholders – as a whole – to ask questions or make comments on the management of the Company at the Annual General Meeting.

Similarly, a reasonable opportunity will be given to Shareholders – as a whole – to ask questions to the Company's external Auditor, PKF Brisbane Audit, relevant to:

- a) the conduct of the audit;
- b) the preparation and contents of the audit;
- c) the accounting policies adopted by the Company in relation to the preparation of its financial statements; and
- d) the independence of the Auditor in relation to the conduct of the audit.

To ask a question online during the meeting, you can do so via the Q&A tab on your screen.

Shareholders may also submit a written question to PKF Brisbane Audit if the question is relevant to the content of the audit report or the conduct of its audit of the Company's financial report for the year ended 31 December 2023.

Relevant written questions to PKF Brisbane Audit must be submitted no later than 5:00pm (MYT) / 7:00pm (AEST) on Thursday, 9 May 2024.

A list of those questions will be available to Shareholders attending the meeting. PKF Brisbane Audit will answer questions at the meeting.

### **Please send written questions for PKF Brisbane Audit to:**

- By email - [s.mcintosh@acclime.com](mailto:s.mcintosh@acclime.com) (with the email subject line "FDV 2024 AGM Questions"); and
- Post to – C/ Acclime – PO Box 374, Flinders Lane, VIC 8009

by no later than 5:00pm (MYT) / 7:00pm (AEST) on Thursday, 9 May 2024.

By order of the Board

**Sandra McIntosh**  
**Company Secretary**

12 April 2024

## Explanatory Memorandum

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This Explanatory Memorandum sets out further information regarding the proposed resolutions to be considered by Shareholders of Frontier Digital Ventures Limited (**FDV** or the **Company**) at the 2024 Annual General Meeting to be held on Thursday, 16 May 2024 commencing at 2:00pm (MYT) / 4:00pm (AEST) in a hybrid manner at 39-8 The Boulevard, Mid Valley City, Lingkaran Syed Putra, 59200, Kuala Lumpur, Malaysia and via Zoom webinar, register at:

[https://us02web.zoom.us/webinar/register/WN\\_scbwzVflRamXrXRHjhOK\\_g](https://us02web.zoom.us/webinar/register/WN_scbwzVflRamXrXRHjhOK_g)

The Directors recommend that Shareholders read this Explanatory Memorandum before determining whether or not to support the resolutions.

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### Financial statements and reports

Under section 317 of the Corporations Act, FDV is required to lay its Annual Report, Directors' Report and Auditor's Report before its Shareholders at its Annual General Meeting. The Annual Report is submitted for Shareholders' consideration and discussion at the Annual General Meeting as required. Meeting attendees are invited to direct questions to the Chair in respect of any aspect of the report they wish to discuss. There is no requirement, either in the Corporations Act or the Company's Constitution, for Shareholders to approve the reports.

Representatives of FDV's auditor, PKF Brisbane Audit, will be present for discussion purposes on matters of relevance to the audit.

Shareholders can access a copy of the Annual Report on the Company's website at [www.frontierdv.com](http://www.frontierdv.com).

### Resolution 1 – Adoption of Remuneration Report

Resolution 1 provides Shareholders the opportunity to vote on FDV's Remuneration Report. The Remuneration Report is contained in the Directors' Report. Under section 250R(2) of the Corporations Act, FDV must put the adoption of its Remuneration Report to a vote at its Annual General Meeting.

This vote is advisory only and does not bind the Directors or FDV.

The Board will consider the outcome of the vote and comments made by Shareholders on the Remuneration Report at this meeting when reviewing FDV's remuneration policies. If 25% or more of the votes that are cast are voted against the adoption of the Remuneration Report at two consecutive Annual General Meetings, Shareholders will be required to vote at the second of those Annual General Meetings on a resolution (a "spill resolution") that another meeting be held within 90 days at which all of FDV's directors other than the Managing Director must be offered up for election.

Key Management Personnel (including Directors) and their closely related parties must not cast a vote on the Remuneration Report, unless as holders of directed proxies for Shareholders eligible to vote on Resolution 1.

Shareholders are encouraged to cast their votes on this resolution.

The Chair intends to vote on all available undirected proxies in favour of this resolution. If you wish to vote "against" or "abstain" you should mark the relevant box in the attached proxy form.

### Board recommendation and undirected proxies.

Noting that as each Director of the Company has a personal interest in their own remuneration the subject of this resolution, the Board does not consider it appropriate to make a recommendation to Shareholders in relation to voting on Resolution 1.

The Chair of the meeting intends to vote on all available undirected proxies in **FAVOUR** of Resolution 1.

### **Resolution 2 – Re-election of Mr Anthony Klok**

Pursuant to Clause 8.1 of the Company's Constitution and ASX Listing Rule 14.4 Mr Anthony Klok will retire and seek re-election.

Mr Klok was appointed to the Board on 21 December 2017, as a Non-Executive Director of the Company.

Mr Klok has more than 40 years' advisory and operational experience in diverse areas including legal, corporate advisory, media and technology and internet businesses. Mr Klok is an experienced lawyer and senior executive with considerable experience in sourcing, negotiating and investing in online and technology companies. Mr Klok has significant Board experience within the online classifieds sector as former non-executive Director of both Carsales and Seek.

Mr Klok currently holds board positions with Frontier Digital Ventures, Prospecta, Genero and Camms. Previous board positions included Fox Sports, Carsales, Seek, NineMSN, Ticketek, Sydney SuperDome, Wizard, Betfair and on a number of early stage technology companies.

Mr Klok holds a double degree in Bachelor of Commerce and Laws from the University of Tasmania.

Having regard to the ASX Principles, the Company's Board considers Mr Klok as an independent director.

#### **Board recommendation and undirected proxies.**

The Board, with Mr Klok abstaining, recommends that Shareholders vote in **FAVOUR** of Resolution 2.

The Chair of the meeting intends to vote on all available undirected proxies in **FAVOUR** of Resolution 2.

### **Resolution 3 – Election of Mr Anthony Saines as a Director**

Pursuant to Clause 8.1 of the Company's Constitution, and ASX Listing Rule 14.4, Mr Anthony Saines seeks election as a Director of the Company.

Mr Saines was appointed to the Board on 1 March 2024, as a Non-Executive Director of the Company.

Mr Saines has over 17 years of experience leading classified marketplace businesses, including over 10 years at Carsales.com (ASX:CAR) serving as a Managing Director – Commercial. At Carsales.com, Mr Saines was responsible for the business-to-business commercial operations, including the OEM, Dealer & Media, and Data, Insights & Product teams. Mr Saines also served as General Manager with Sensis, a platform of classifieds products and digital marketing services.

Mr Saines is currently an Advisor with the Advisory Board Centre, an organisation which supports entrepreneurs through the provision of advisory board services. Within the Advisory Board Centre, Mr. Saines specialises in the areas of online media & marketplaces, digital disruption & transformation, and growth. Additionally, he is a Growth Advisor & non-executive Director at Fusion SD, a leading provider of CRM software for the automotive industry. Mr Saines was also previously on the Board of IAB Australia, the peak trade association for online advertising in Australia, as well as Listing Loop, an Australian off-market real estate marketplace.

#### **Board recommendation and undirected proxies.**

The Board, with Mr Saines abstaining, recommends that Shareholders vote in **FAVOUR** of Resolution 3.

The Chair of the meeting intends to vote on all available undirected proxies in **FAVOUR** of Resolution 3.

#### Resolution 4 – Ratification of prior issue of Ordinary Shares

On 9 June 2023, the Company issued a total of 21,309,459 ordinary shares in the capital of the Company at nil consideration, in exchange for a percentage of the final cash earn-out consideration for the acquisition of InfoCasas and Encuentra24. The Shares were issued pari passu to the existing ordinary fully paid shares.

ASX Listing Rule 7.1 imposes a cap on the number of securities that a company may issue within the 12-month period. ASX Listing Rule 7.4 provides that an issue of equity securities made without Shareholder approval under Listing Rule 7.1 is treated as having been made with Shareholder approval for the purposes of Listing Rule 7.1 if the holders of ordinary securities subsequently approve it, and the issue did not breach Listing Rule 7.1. The issues of the shares described below did not breach any Listing Rules and shareholder ratification to those issues is now sought.

In order to restore the Company's capacity to issue shares, it is proposed that the Shareholders ratify the issue of 21,309,459 ordinary shares as detailed below. Ratification provides the Company with flexibility in capital management and allows the Company to make further issues for working capital or other purposes as required.

If Resolution 4 is passed, the issue of the Placement Shares will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of equity securities it can issue without shareholder approval over the 12 month period following the Issue Date.

If Resolution 4 is not passed, the issue of the Placement Shares will be included in calculating the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of equity securities it can issue without shareholder approval over the 12-month period following the Issue Date.

#### Information required by Listing Rule 7.5

In accordance with ASX Listing Rule 7.5, Shareholders are provided the following information:

The number of securities issued	21,309,459 Ordinary Shares																				
The price at which the securities were issued	Nil consideration  The estimate of the AUD equivalent of the consideration being provided for the securities: \$0.40 each.																				
The date on which the securities were issued	9 June 2023																				
The terms of the securities	The Shares were fully paid on issue and ranked equally in all aspects with all existing fully paid ordinary shares previously issued by the Company.																				
The names of the persons to whom the entity issued the securities or the basis on which those persons were determined	<p>The shares were issued to the subscribers of InfoCasas and Encuentra24.</p> <table border="1"> <thead> <tr> <th colspan="2">Allotment information for InfoCasas Subscribers</th> </tr> <tr> <th>Name</th> <th>Number of Shares issued</th> </tr> </thead> <tbody> <tr> <td>Ricardo Frechou Colucci</td> <td>10,585,374</td> </tr> <tr> <td>Guillermo Tavidian</td> <td>1,163,937</td> </tr> <tr> <td>Martin Coulthurst</td> <td>737,380</td> </tr> <tr> <th colspan="2">Allotment information for Encuentra24 Subscribers</th> </tr> <tr> <th>Name</th> <th>Number of Shares issued</th> </tr> <tr> <td>Boris Metraux</td> <td>4,411,384</td> </tr> <tr> <td>Wendy Jordan</td> <td>4,411,384</td> </tr> <tr> <td>Grand Total</td> <td>21,309,459</td> </tr> </tbody> </table>	Allotment information for InfoCasas Subscribers		Name	Number of Shares issued	Ricardo Frechou Colucci	10,585,374	Guillermo Tavidian	1,163,937	Martin Coulthurst	737,380	Allotment information for Encuentra24 Subscribers		Name	Number of Shares issued	Boris Metraux	4,411,384	Wendy Jordan	4,411,384	Grand Total	21,309,459
Allotment information for InfoCasas Subscribers																					
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Allotment information for Encuentra24 Subscribers																					
Name	Number of Shares issued																				
Boris Metraux	4,411,384																				
Wendy Jordan	4,411,384																				
Grand Total	21,309,459																				

The use (or intended use) of the funds raised	The Shares were issued in exchange for a percentage of the final cash earn-out consideration for the acquisition of InfoCasas and Encuentra24.
A voting exclusion statement	A voting exclusion statement is included under Resolution 4 in this Notice of Meeting.

### **Board recommendation and undirected proxies.**

The Board recommends that Shareholders vote in **FAVOUR** of Resolution 4.

The Chair of the meeting intends to vote on all available undirected proxies in **FAVOUR** of Resolution 4.

### **Resolution 5 – Approval to issue ordinary shares to Non-Executive Director, Ms Po Yih Ming (Frances Po)**

Ms Po Yih Ming (Frances Po) executed a Letter of Appointment pursuant to which the Related Party agreed to provide services to the Company as a Non-Executive Director.

In consideration of the appointment, the Company agreed to pay the Related Party (or an entity nominated by her), the annual rate of \$60,000.00, pro-rated in fully paid ordinary shares, for the period May 2023 – October 2023. It has been noted that the fully paid ordinary shares would be cumulatively issued to Ms Po Yih Ming following the shareholder approval at the 2024 Annual General Meeting.

### **ASX Listing Rule 10.11**

ASX Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, the Company, as a listed company must not issue, or agree to issue equity securities to persons in a position of influence without Shareholder approval:

A person in a position of influence for the purposes of ASX Listing Rule 10:11 includes:

- 10.11.1 a related party;
- 10.11.2 a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (30% +) holder in the company;
- 10.11.3 a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (10% +) holder in the company and who has nominated a director to the board of the company pursuant to a relevant agreement which gives them a right or expectation to do so;
- 10.11.4 an associate of a person referred to in Listing Rules 10.11.1 to 10.11.3; or
- 10.11.5 a person whose relationship with the company or a person referred to in Listing Rules 10.11.1 to 10.11.4 is such that, in ASX's opinion, the issue or agreement should be approved by its shareholders.

Ms Po Yih Ming, a Director of the Company, is a person in a position of influence for the purposes of ASX Listing Rule 10.11.

The proposed issue does not fall within any of the exceptions in Listing Rule 10.12, and therefore requires the approval of the Company's Shareholders under ASX Listing Rule 10.11.

To this end, Resolution 5 seeks the Shareholder approval to issue the fully paid ordinary shares to Ms Po Yih Ming under and for the purposes of ASX Listing Rule 10.11.

If approval is obtained under ASX Listing Rule 10.11, in accordance with ASX Listing Rule 7.2 (exception 14), separate approval is not required under ASX Listing Rule 7.1.

If Resolution 5 is not passed, the Company will not be able to proceed with the issue of fully paid ordinary shares to Ms Po Yih Ming. In this instance, the Company would use its existing cash reserves to satisfy payment of the Directors' fees.

### Chapter 2E of the Corporations Act

Chapter 2E of the Corporations Act prohibits the Company from giving a financial benefit to a related party of the Company, unless either:

- a) The giving of the financial benefit falls within one of the exceptions to the provisions; or
- b) Shareholder approval is obtained prior to the giving of the financial benefit.

The proposed issue of shares (which is a type of security, for the purposes of Chapter 2E of the Corporations Act) constitutes the giving of a financial benefit.

A "related party" for the purposes of the Corporations Act and the ASX Listing Rules is widely defined and includes a director of a public company, a spouse of a director of a public company or an entity controlled by a director of a public company. The definition of "related party" also includes a person whom there is reasonable ground to believe will become a "related party" of a public company.

The other non-conflicted directors of the Company considered the proposed issue of shares to Ms Po Yih Ming, and formed the view that the giving of a financial benefit to that director was reasonable given the circumstances of the Company.

Accordingly, the non-conflicted directors of the Company believe that the issue of these shares to Ms Po Yih Ming, non-executive Director of the Company falls within the "reasonable remuneration" exception as set out in section 211 of the Corporations Act and relies on this exception for the purposes of this Resolution.

Therefore, the proposed issue of shares requires Shareholders approval under and for the purposes of Listing Rule 10.11 only.

### Information required by Listing Rule 10.13

In accordance with ASX Listing Rule 10.13, Shareholders are provided the following information:

The name of the person	Ms Po Yih Ming (or her nominee)
Category in rule 10.11.1 – 10.11.5 the person falls and why	Ms Po Yih Ming is a Director of the Company, a related party for the purposes of ASX Listing Rule 10.11.
The number and class of securities issued	77,777 Fully Paid Ordinary Shares.
Terms of the securities	The Shares will be fully paid on issue and rank equally in all aspects with all existing fully paid ordinary shares previously issue by the Company.
Date of issue	The fully paid ordinary shares will be issued within one month of Shareholder approval being obtained by the Company (or otherwise, as determined by the ASX in the exercise of their discretion)
The price at which the securities were issued	Nil consideration  The estimate of the AUD equivalent of the consideration being provided for the securities: \$0.388374 each, being the VWAP for the period 1 May 2023 – 31 October 2023.
The purpose of the issue including use of any funds raised by the issue	Funds will not be raised from the issue of these fully paid ordinary shares as the issue is proposed to be made in lieu of Director remuneration to Ms Po Yih Ming.

Material terms of the Agreement, if applicable	The fully paid ordinary shares will be issued to Ms Po Yih Ming, in lieu of Director remuneration for the period 1 May 2023 – 31 October 2023 as per the Appointment letter.
A voting exclusion statement	A voting exclusion statement is included under Resolution 5 in this Notice of Meeting.

**Board recommendation and undirected proxies.**

The Board, with Ms Po Yih Ming abstaining, recommends that Shareholders vote in **FAVOUR** of Resolution 5.

The Chair of the meeting intends to vote on all available undirected proxies in **FAVOUR** of Resolution 5.

## Glossary

In this Explanatory Memorandum, and the Notice of Meeting:

**Annual Report** means the 2023 Annual Report, a copy of which may be obtained from the Company's website at [www.frontierdv.com](http://www.frontierdv.com).

**AGM or Meeting** means the Annual General Meeting of the Company to be held in a hybrid manner at 39-8 The Boulevard, Mid Valley City, Lingkaran Syed Putra, 59200, Kuala Lumpur, Malaysia and via Zoom webinar, on Thursday, 16 May 2024 commencing at 2:00pm (MYT) / 4:00pm (AEST)

**Associate** has the meaning given to that term in the Corporations Act.

**ASX** means ASX Limited ABN 98 008 624 491 or the market operated by it, as the context requires.

**ASX Listing Rules** means the listing rules of the ASX Limited.

**Auditor's Report** means the report of the Auditor regarding its audit of the Company, and its controlled entities, which accompanies the Financial Report.

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

**Company or FDV** means Frontier Digital Ventures Limited.

**Constitution** means the Constitution of the Company.

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

**Director** means a director of the Company.

**Directors' Report** means the report of the Directors, which accompanies the Financial Report.

**Explanatory Memorandum** means this explanatory memorandum which forms part of the Notice of Meeting.

**Financial Report** means the consolidated annual financial report of Frontier Digital Ventures Limited for the year ended on 31 December 2023 that accompanies the Notice.

**Key Management Personnel** has the same meaning as in the accounting standards as defined in section 9 of the Corporations Act (so the term broadly includes those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any director, whether executive or otherwise, of the Company).

**Meeting** means the Annual General Meeting of the Company the subject of this Notice of Meeting scheduled to occur on Thursday, 16 May 2024.

**Notice** means the notice for the Meeting accompanying this Explanatory Memorandum.

**Proxy Form** means the proxy form enclosed with this Explanatory Memorandum in relation to the Resolutions.

**Related Body Corporate** has the meaning given to that term in the Corporations Act.

**Remuneration Report** means the remuneration report of the Company that forms part of the Directors' Report.

**Resolutions** means each of the resolutions set out in the Notice.

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

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

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

## Need assistance?



**Phone:**

1300 850 505 (within Australia)  
+61 3 9415 4000 (outside Australia)



**Online:**

[www.investorcentre.com/contact](http://www.investorcentre.com/contact)



## YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **2:00pm (MYT) / 4:00pm (AEST) on Tuesday, 14 May 2024.**

# Proxy Form

## How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

### APPOINTMENT OF PROXY

**Voting 100% of your holding:** Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

**Voting a portion of your holding:** Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

**Appointing a second proxy:** You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

**A proxy need not be a securityholder of the Company.**

## SIGNING INSTRUCTIONS FOR POSTAL FORMS

**Individual:** Where the holding is in one name, the securityholder must sign.

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

**Power of Attorney:** If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this 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 also 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. Delete titles as applicable.

## PARTICIPATING IN THE MEETING

### Corporate Representative

If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at [www.investorcentre.com/au](http://www.investorcentre.com/au) and select "Printable Forms".

## Lodge your Proxy Form:

### Online:

Lodge your vote online at [www.investorvote.com.au](http://www.investorvote.com.au) using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is

**Control Number: 183686**

**SRN/HIN:**

For Intermediary Online subscribers (custodians) go to [www.intermediaryonline.com](http://www.intermediaryonline.com)

### By Mail:

Computershare Investor Services Pty Limited  
GPO Box 242  
Melbourne VIC 3001  
Australia

### By Fax:

1800 783 447 within Australia or  
+61 3 9473 2555 outside Australia



**PLEASE NOTE:** For security reasons it is important that you keep your SRN/HIN confidential.

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.

**Change of address.** If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.

# Proxy Form

Please mark  to indicate your directions

## Step 1 Appoint a Proxy to Vote on Your Behalf

I/We being a member/s of Frontier Digital Ventures Limited hereby appoint

the Chairman of the Meeting **OR**

**PLEASE NOTE:** Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and 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 Annual General Meeting of Frontier Digital Ventures Limited to be held at 39-8 The Boulevard, Mid Valley City, Lingkaran Syed Putra, 59200 Kuala Lumpur, Malaysia and as a virtual meeting on Thursday, 16 May 2024 at 2:00pm (MYT) / 4:00pm (AEST) and at any adjournment or postponement of that meeting.

**Chairman authorised to exercise undirected proxies on remuneration related resolutions:** Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Resolutions 1 and 5 (except where I/we have indicated a different voting intention in step 2) even though Resolutions 1 and 5 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

**Important Note:** If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Resolutions 1 and 5 by marking the appropriate box in step 2.

## Step 2 Items of Business

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

	For	Against	Abstain
Resolution 1 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 Re-election of Mr Anthony Klok as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 Election of Mr Anthony Saines as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4 Ratification of prior issue of Ordinary Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5 Approval to issue ordinary shares to Non-Executive Director, Ms Po Yih Ming (Frances Po)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

## Step 3 Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1  Securityholder 2  Securityholder 3  / /  
 Sole Director & Sole Company Secretary Director Director/Company Secretary Date

**Update your communication details** (Optional)

Mobile Number  Email Address  By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically

12 April 2024

**Frontier Digital Ventures Limited - Annual General Meeting 2024**

Dear Shareholder

Frontier Digital Ventures Limited (**FDV** or the **Company**) is pleased to invite the shareholders to attend the Annual General Meeting (**AGM** or the **Meeting**) to be held at **2:00pm (MYT) / 4:00pm (AEST)** on **Thursday, 16 May 2024**.

The Company's Meeting will be held in a hybrid manner at 39-8 The Boulevard, Mid Valley City, Lingkaran Syed Putra, 59200, Kuala Lumpur, Malaysia and via a Zoom webinar. Further information on how to participate in the Meeting is provided in the Notice of Meeting (**Notice**) and on our website at [www.frontierdv.com](http://www.frontierdv.com).

To attend the virtual AGM, please pre-register in advance for the meeting here: [https://us02web.zoom.us/webinar/register/WN\\_scbwzVflRamXrXRHjhOK\\_g](https://us02web.zoom.us/webinar/register/WN_scbwzVflRamXrXRHjhOK_g)

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

**Live Online Voting**

Shareholders and proxyholders will be able to vote at the meeting online by visiting <https://meetnow.global/MW9DVGJ> on a smartphone, tablet or computer (using the latest version of Chrome, Safari, Edge and Firefox). Online voting registration will commence 30 minutes prior to the start of the meeting.

For full details on how to log on and vote online, please refer to the user guide [www.computershare.com.au/onlinevotingguide](http://www.computershare.com.au/onlinevotingguide).

In accordance with section 253RA(2) of the Corporations Act 2001 (Cth), the Notice, accompanying Explanatory Memorandum and annexures (**Meeting Materials**) are being made available to shareholders electronically. This means that:

- You are able to access the Meeting Materials, including the 2023 Annual Report, online at the Company's website, [www.frontierdv.com](http://www.frontierdv.com); and
- A complete copy of the Meeting Materials has been posted on the Company's ASX market announcements page (ASX: FDV).

**Voting through Proxy**

Shareholders may also vote at this Meeting by completing and lodging their Proxy Form online at [www.investorvote.com.au](http://www.investorvote.com.au) using your secure access information as per the details on the Proxy Form. For more details, please follow the instructions on the Proxy Form.

Important Note: For your voting instructions to be valid and counted towards this meeting please ensure that your online lodgement is received no later than 2:00pm (MYT) / 4:00pm (AEST) on Tuesday, 14 May 2024. Voting instructions received after this time will not be valid for the scheduled meeting.

Should you wish to discuss any of the matters detailed in this letter, the Notice or the Explanatory Memorandum, please contact the Company Secretary on +61 3 8689 9997 or via email at [s.mcintosh@acclime.com](mailto:s.mcintosh@acclime.com).

As a valued shareholder of the Company, we look forward to your participation in the Meeting.

Sandra McIntosh

**Company Secretary**  
**Frontier Digital Ventures Limited**

## Need assistance?



**Phone:**

1300 850 505 (within Australia)  
+61 3 9415 4000 (outside Australia)

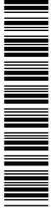


**Online:**

[www.investorcentre.com/contact](http://www.investorcentre.com/contact)

FDV

MR SAM SAMPLE  
FLAT 123  
123 SAMPLE STREET  
THE SAMPLE HILL  
SAMPLE ESTATE  
SAMPLEVILLE VIC 3030



## Frontier Digital Ventures Limited Annual General Meeting

The Frontier Digital Ventures Limited Annual General Meeting will be held on Thursday, 16 May 2024 at 2:00pm (MYT) / 4:00pm (AEST). You are encouraged to participate in the meeting using the following options:



### MAKE YOUR VOTE COUNT

To lodge a proxy, access the Notice of Meeting and other meeting documentation visit [www.investorvote.com.au](http://www.investorvote.com.au) and use the below information:



**Control Number: 999999**

**SRN/HIN: I9999999999**

**PIN: 99999**

For Intermediary Online subscribers (custodians) go to [www.intermediaryonline.com](http://www.intermediaryonline.com)

For your proxy appointment to be effective it must be received by 2:00pm (MYT) / 4:00pm (AEST) on Tuesday, 14 May 2024.



### ATTENDING THE MEETING IN PERSON

The meeting will be held at:  
39-8 The Boulevard, Mid Valley City, Lingkaran Syed Putra, 59200 Kuala Lumpur, Malaysia

And via Zoom webinar, register at:  
[https://us02web.zoom.us/webinar/register/WN\\_scbwzVflRamXrXRHjhOK\\_g](https://us02web.zoom.us/webinar/register/WN_scbwzVflRamXrXRHjhOK_g)

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.



FDVRM

MR RETURN SAMPLE  
123 SAMPLE STREET  
SAMPLE SURBURB  
SAMPLETOWN VIC 3030

Dear Securityholder,

We have been trying to contact you in connection with your securityholding in Frontier Digital Ventures Limited. Unfortunately, our correspondence has been returned to us marked "Unknown at the current address". For security reasons we have flagged this against your securityholding which will exclude you from future mailings, other than notices of meeting.

Please note if you have previously elected to receive a hard copy Annual Report (including the financial report, directors' report and auditor's report) the dispatch of that report to you has been suspended but will be resumed on receipt of instructions from you to do so.

We value you as a securityholder and request that you supply your current address so that we can keep you informed about our Company. Where the correspondence has been returned to us in error we request that you advise us of this so that we may correct our records.

You are requested to include the following;

- > Securityholder Reference Number (SRN);
- > ASX trading code;
- > Name of company in which security is held;
- > Old address; and
- > New address.

Please ensure that the notification is signed by all holders and forwarded to our Share Registry at:

Computershare Investor Services Pty Limited  
GPO Box 2975  
Melbourne Victoria 3001  
Australia

Note: If your holding is sponsored within the CHESS environment you need to advise your sponsoring participant (in most cases this would be your broker) of your change of address so that your records with CHESS are also updated.

Yours sincerely

**Frontier Digital Ventures Limited**