



ASX RELEASE

18 June 2024

**UPDATE ON ANNUAL GENERAL MEETING:  
WITHDRAWAL OF RESOLUTION 2 AND ADDENDUM TO NOTICE OF ANNUAL GENERAL  
MEETING**

**Melbourne, Australia; 18 June 2024:** Jayex Technology Limited (ASX: JTL) (**Jayex** or **Company**), a leading UK provider of integrated e-health SaaS healthcare services delivery platforms, advises that the Board has resolved to withdraw Resolution 2 from the agenda of the Annual General Meeting of shareholders scheduled for 9.30am (AEST) on Thursday, 4 July 2024 (**Meeting**), following the resignation of Mr Michael Chan as Non-Executive Director of the Company, as announced on 5 June 2024.

Resolution 2 sought approval for the election of Mr Chan who was appointed casually on 13 March 2024.

Following the appointment of Mr William Denis Boyd on 4 June 2024, the Board has also resolved to include an additional resolution (being Resolution 5) relating to the election of Mr Boyd (**Additional Resolution**).

The Company encloses an addendum (**Addendum**) to the Notice of Annual General Meeting released on the ASX announcement platform on 31 May 2024 (**Notice**).

The Company advises that there have been no changes to the date and time of the Meeting, and the withdrawal of Resolution 2 will not affect the validity of any proxy form already submitted in respect of the remaining resolutions to be put to shareholders for approval, with the exception of the Additional Resolution.

If shareholders wish to change their original vote or vote on the Additional Resolution, shareholders must complete the replacement proxy form attached to the Addendum. If shareholders have not yet completed and returned a proxy form and wish to vote on the resolutions in the Notice as supplemented by the Addendum, shareholders should complete the replacement proxy form attached to the Addendum.

This announcement is authorised for release to the market by the Board of Jayex Technology Limited.



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# JAYEX TECHNOLOGY LIMITED

ACN 119 122 477

## ADDENDUM TO NOTICE OF ANNUAL GENERAL MEETING

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Jayex Technology Limited (ACN 119 122 477) (**Company**) hereby gives notice to Shareholders that, in relation to the Notice of Annual General Meeting released on the ASX on 31 May 2024 (**Notice**) in respect of the Company's annual general meeting of members to be held at 9.30am (AEST) on Thursday, 4 July 2024 (**Meeting**), the Directors have resolved to withdraw Resolution 2 and include Resolution 5 on the terms set out in this Addendum (**Additional Resolution**).

### General

Capitalised terms in this Addendum have the same meaning as given in the Notice except as otherwise defined.

This Addendum is supplemental to the Notice and should be read in conjunction with the Notice. Apart from the amendments set out below, all Resolutions and the Explanatory Statement in the original Notice remain unchanged.

### Purpose of the Addendum

On 5 June 2024, the Company announced the resignation of Mr Michael Chan as Non-Executive Director of the Company, effective 4 June 2024, and the appointment of Mr William Denis Boyd to the Board.

Accordingly, the Directors have resolved to withdraw Resolution 2 pertaining to the election of Mr Michael Chan from the Notice and seek Shareholder approval pursuant to Resolution 5 for the election of Mr William Denis Boyd.

By this Addendum, the explanatory statement is supplemented as set out in the explanatory statement to this Addendum.

### Replacement Proxy Form

Annexed to this Addendum to the Notice is a replacement Proxy Form (**Replacement Proxy Form**). To ensure clarity of voting instructions by Shareholders on the Resolutions to be considered at the Meeting, Shareholders are advised that:

- (a) If you have already completed and returned the Proxy Form annexed with the Notice (**Original Proxy Form**) and you wish to change your original vote for Resolutions 1, 3 and 4, **you must complete and return the Replacement Proxy Form.**
- (b) If you have already completed and returned the Original Proxy Form and **you do not wish to change your original vote for Resolutions 1, 3 and 4, you do not need to take any action** as the earlier submitted Original Proxy Form will be accepted by the Company for Resolutions 1, 3 and 4 unless you submit a Replacement Proxy Form. For the sake of clarity, the Company notes that if you do not lodge a Replacement Proxy Form, **you will not have cast a vote on the Additional Resolution.**

- (c) If you have not yet completed and returned a Proxy Form and you wish to vote on the Resolutions in the Notice as supplemented by the Addendum, **please complete and return the Replacement Proxy Form.**

### **Enquiries**

Shareholders are requested to contact the Company Secretary on +61 3 9692 7222 if they have any queries in respect of the matters set out in these documents.

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## SUPPLEMENTARY BUSINESS OF THE MEETING

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**The agenda of the Notice is amended by including the following Additional Resolution:**

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**6. RESOLUTION 5 – ELECTION OF DIRECTOR – WILLIAM DENIS BOYD**

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 22.5 of the Constitution, Listing Rule 14.4 and for all other purposes, William Denis Boyd, a Director who was appointed as an additional director on 4 June 2024, retires, and being eligible, is elected as a Director.”*

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## SUPPLEMENTARY EXPLANATORY STATEMENT

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**The Explanatory Statement is supplemented by including the following additional Section 6:**

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### **6. RESOLUTION 5 – ELECTION OF DIRECTOR – WILLIAM DENIS BOYD**

#### **6.1 General**

The Constitution allows the Directors to appoint at any time a person to be a Director either to fill a casual vacancy or as an addition to the existing Directors, but only where the total number of Directors does not at any time exceed the maximum number specified by the Constitution.

Pursuant to the Constitution and Listing Rule 14.4, any Director so appointed holds office only until the next annual general meeting and is then eligible for election by Shareholders but shall not be taken into account in determining the Directors who are to retire by rotation (if any) at that meeting.

William Denis Boyd, having been appointed by other Directors on 4 June 2024, in accordance with the Constitution, will retire in accordance with the Constitution and Listing Rule 14.4 and being eligible, seeks election from Shareholders.

#### **6.2 Qualifications and other material directorships**

Mr Boyd holds a Bachelor in Applied Science (Physiotherapy) and Postgraduate Diploma in Manipulative Therapy.

Mr Boyd commenced his career operating a small private practice in Perth, Western Australia. Following this encouraging beginning through a creative management model, Mr Boyd grew the business Australia wide with both owned and franchised locations. As Managing Director, he established LifeCare as a multi-disciplinary healthcare provider.

Under the LifeCare banner, 22 physiotherapy centres and two sports medicine clinics were established which provided clinical services from Sports Physicians, Radiologists, Human Movement Specialists, Dieticians, Podiatrists and Physical Therapists, incorporating hydrotherapy pools and gymnasiums along with contracts supporting private hospitals.

LifeCare successfully listed on the ASX and was acquired by IPN, a subsidiary of Sonic Healthcare Ltd 2002.

#### **6.3 Independence**

Mr Boyd has no interests, position or relationship that might influence, or reasonably be perceived to influence, in a material respect his capacity to bring an independent judgement to bear on issues before the Board and to act in the best interest of the Company as a whole rather than in the interests of an individual security holder or other party. If elected the Board considers Mr Boyd will be an independent Director.

#### **6.4 Other material information**

The Company conducts appropriate checks on the background and experience of candidates before their appointment to the Board. The Company undertook such checks prior to the appointment of Mr Boyd. Mr Boyd has confirmed that he considers he will have sufficient time to fulfil his responsibilities as a Non-Executive Director of the Company and does not consider that any other commitment will interfere with his availability to perform his duties as a Non-Executive Director of the Company.

#### **6.5 Technical information required by Listing Rule 14.1A**

If Resolution 5 is passed, Mr Boyd will be elected to the Board as Non-Executive Director. In the event that Resolution 5 is not passed, Mr Boyd will not continue in his role as a Non-Executive Director.

#### **6.6 Board recommendation**

The Board has reviewed Mr Boyd's performance since his appointment to the Board and considers that his skills and experience will continue to enhance the Board's ability to perform its role. Accordingly, the Board supports the election of Mr Boyd and recommends that Shareholders vote in favour of Resolution 5.

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## GLOSSARY

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**Addendum** means this addendum to the Notice.

**Additional Resolution** means Resolution 5 of this Addendum.

**Company** means Jayex Technology Limited (ACN 119 122 477).

**Meeting** means the Company's annual general meeting of members to be held at 9.30am (AEST) on Thursday, 4 July 2024.

**Notice** means the Notice of Annual General Meeting released by the Company on the ASX on 31 May 2024.

**Original Proxy Form** means the proxy form annexed to the Notice.

**Replacement Proxy Form** means the replacement proxy form annexed to the Addendum to the Notice.

Your proxy voting instruction must be received by **09.30am (AEST) on Tuesday, 02 July 2024**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

## SUBMIT YOUR PROXY

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

### YOUR NAME AND ADDRESS

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

### STEP 1 – APPOINT A PROXY

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

### DEFAULT TO THE CHAIR OF THE MEETING

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

### STEP 2 - VOTES ON ITEMS OF BUSINESS

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

### APPOINTMENT OF SECOND PROXY

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

### SIGNING INSTRUCTIONS

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

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

**Power of attorney:** If you have not already lodged the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Voting Form when you return it.

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

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

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

### CORPORATE REPRESENTATIVES

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

### Lodging your Proxy Voting Form:

#### Online

Use your computer or smartphone to appoint a proxy at <https://investor.automic.com.au/#/loginsah> or scan the QR code below using your smartphone

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



#### BY MAIL:

Automic  
GPO Box 5193  
Sydney NSW 2001

#### IN PERSON:

Automic  
Level 5, 126 Phillip Street  
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#### BY EMAIL:

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#### WEBSITE:

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+61 2 9698 5414 (Overseas)

