
FATFISH GROUP LIMITED

ACN 004 080 460

NOTICE OF ANNUAL GENERAL MEETING

TIME: 2:00pm(AEST)
DATE: 30 July 2021
PLACE: Level 4
91 William Street
Melbourne Victoria 3000

SPECIAL NOTICE REGARDING ATTENDANCE AT THIS MEETING

The Company strongly encourages shareholders to send in their proxy forms appointing the Chair as their proxy rather than attend this meeting in person. Shareholders wishing to attend this meeting in person or have a person other than the Chair attend as a proxy should contact the Company Secretary by email: jiahui@dwaccounting.com.au not less than 2 business days prior to the meeting so that appropriate arrangements can be confirmed in respect of social distancing and prevailing COVID-19 regulations.

This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional adviser prior to voting.

Should you wish to discuss the matters in this Notice of Meeting, please do not hesitate to contact the Company Secretary on +61 (3) 8611 5353.

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IMPORTANT INFORMATION

TIME AND PLACE OF MEETING AND HOW TO VOTE

VENUE

The Annual General Meeting of the Shareholders to which this Notice of Meeting relates will be held at Level 4, 91 William Street, Melbourne Vic 3000 on Friday, 30 July 2021 at 2:00pm (AEST)

YOUR VOTE IS IMPORTANT

The business of the Annual General Meeting affects your shareholding and your vote is important.

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 2:00pm (AEST) on 28 July 2020.

VOTING IN PERSON

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

VOTING BY PROXY

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

- (a) post to Fatfish Group Limited, PO Box 253, Collins Street West, VIC 8007;
- (b) email to jjahui@dwaccounting.com.au, or
- (c) in person to Level 4, 91 William Street, Melbourne, C/- DW Accounting & Advisory Pty Ltd,

so that it is received not later than 2:00pm (AEST) on 28 July 2021.

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.

Shareholders and their proxies should be aware that:

- if proxy holders vote, they must cast all directed proxies as directed; and
- any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

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);
- 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;
- 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;
- the appointed proxy is not the chair of the meeting;
- 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; or
 - 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

AGENDA

Financial Statements and Reports

To receive and consider the annual financial report of the Company for the financial year ended 31 December 2020 together with the declaration of the Directors, the Directors' report, the Remuneration Report and the auditor's report.

The Company's auditor will be in attendance at the Annual General Meeting and will be available to answer questions in relation to the financial report and the audit conducted for the year ended 31 December 2020.

Questions may be sent to the Company Secretary by email at jiahui@dwaccounting.com.au prior to the meeting by those shareholders who cannot attend the meeting in person.

1. 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 31 December 2020."

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

Voting Prohibition Statement:

A vote on this Resolution must not be cast (in any capacity) by or on behalf of 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 the 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 if the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel for the Company, or if the Company is part of a consolidated entity, for the entity.

2. **RESOLUTION 2 – RE-ELECTION OF DIRECTOR – MR JEFFREY HUA YUEN TAN**

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 13.1(a) of the Constitution, ASX Listing Rule 14.4 and for all other purposes, Mr Jeffrey Hua Yuen Tan, a Director who retires by rotation, and being eligible, is re-elected as a Director.”

3. **RESOLUTION 3 – APPROVAL OF 10% PLACEMENT CAPACITY**

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

“That, for the purposes of Listing Rule 7.1A and for all other purposes, approval is given for the issue of Equity Securities totalling up to 10% of the issued capital of the Company at the time of issue, calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and on the terms and conditions set out in the Explanatory Memorandum”

4. **RESOLUTION 4 – RATIFICATION OF ISSUE OF FOREVER PAY CONSIDERATION SHARES**

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

“That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 3,000,000 Shares issued to VPN Technology Sdn. Bhd pursuant to the Company's capacity under Listing Rule 7.1, on the terms and conditions in the Explanatory Memorandum.”

Voting Exclusion Statement:

The Company will disregard any votes cast in favour of this Resolution by or on behalf of:

- (a) VPN Technology Sdn. Bhd ; or
- (b) an associate of VPN Technology Sdn. Bhd .

However, this does not apply to a vote cast in favour of the Resolution by:

- (a) 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
- (b) 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
- (c) 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.

5. RESOLUTION 5 – APPROVAL OF ISSUE OF BNPL NEXT CONSIDERATION SHARES

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

"That pursuant to and in accordance with Listing Rule 7.1 and for all other purposes, the Company is authorised to issue up to 82,800,000 Shares to the BNPL Next Vendors (and/or their nominees) on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion Statement:

The Company will disregard any votes cast in favour of this Resolution by or on behalf of:

- (a) the BNPL Next Vendors (and/or their nominees); or
- (b) an associate of the BNPL Next Vendors (and/or their nominees).

However, this does not apply to a vote cast in favour of the Resolution by:

- (a) 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
- (b) 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
- (c) 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: 28 JUNE 2021

BY ORDER OF THE BOARD



**MS JIAHUI LAN
FATFISH GROUPLIMITED
COMPANY SECRETARY**

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared for the information of Shareholders in connection with the business to be conducted at the Annual General Meeting to be held at **Level 4, 91 William Street, Melbourne Vic 3000** on **Friday, 30 July 2021 at 2:00pm (AEST)**

The purpose of this Explanatory Statement is to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions in the Notice of Meeting.

6. FINANCIAL STATEMENTS AND REPORTS

In accordance with the Constitution, the business of the Meeting will include receipt and consideration of the annual financial report of the Company for the financial year ended 31 December 2020 together with the declaration of the Directors, the Director's 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 for download from the Company's website at <http://www.fatfish.co>.

7. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

7.1 General

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

The Remuneration Report sets out the Company's remuneration arrangements for the Directors and other key management personnel of the Company. The Remuneration Report is part of the Directors' report contained in the annual financial report of the Company for the financial year ending 31 December 2020.

A reasonable opportunity will be provided for discussion of the Remuneration Report at the Annual General Meeting.

7.2 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 shareholders vote in favour of the Spill Resolution, the company must convene the extraordinary general 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 financial year ended immediately before the annual general meeting) 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.

7.3 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, the Spill Resolution is not relevant for this Annual General Meeting.

7.4 Proxy restrictions

Shareholders appointing a proxy for Resolution 1 should note the following:

If you appoint a member of the Key Management Personnel (other than the Chair) whose remuneration details are included in the Remuneration Report, or a Closely Related Party of such a member as your proxy; then

You must direct your proxy how to vote on this Resolution. Undirected proxies granted to these persons will not be voted and will not be counted in calculating the required majority if a poll is called on this Resolution.

If you appoint the Chair as your proxy (where he/she is also a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report, or a Closely Related Party of such a member).

You **do not** need to direct your proxy how to vote on this Resolution. However, if you do not direct the Chair how to vote, ***you must mark the acknowledgement on the Proxy Form to expressly authorise the Chair to exercise his/her discretion in exercising your proxy even though this Resolution is connected directly or indirectly with the remuneration of Key Management Personnel.***

If you appoint any other person as your proxy

You **do not** need to direct your proxy how to vote, and you **do not** need to tick any further acknowledgement on the Proxy Form.

8. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – JEFFREY HUA YUEN TAN

8.1 General

Listing Rule 14.4 provides that a director of an entity must not hold office (without re-election) past the third annual general meeting following the director's appointment or 3 years, whichever is the longer.

Clause 13.3 of the Constitution provides that:

- (a) no director may hold office for a period in excess of 3 years, or beyond the third annual general meeting following the director's election, whichever is the longer, without submitting himself or herself for re-election;

- (b) there must be an election of directors at each annual general meeting. The director or directors to retire at each annual general meeting includes any one or more of the following as applicable:
 - (i) any director required to submit for election due to holding office for 3 years or 3 annual general meetings following the director's election, whichever is the longer;
 - (ii) any director required to submit for election due to being appointed since the last annual general meeting;
 - (iii) a person standing for election as a new director; or
 - (iv) if no such persons are standing for election or re-election under Clauses 13(b)(i) to 13(b)(iii), then the director who has been in office the longest since last being elected;
- (c) The requirement to retire by rotation does not apply to the Managing Director; and
- (d) A Director who retires by rotation under Clause 13.3 of the Constitution is eligible for re-election.

Accordingly, Mr Jeffrey Hua Yuen Tan, who was previously re-elected on at the Company's annual general meeting held on 29 May 2018, retires and being eligible, seeks approval to be re-elected as a director.

8.2 Jeffrey Hua Yuen Tan

Mr Tan has 16 years' experience in equities and derivatives markets and client portfolio advisory roles and has also facilitated resource and property projects in China and Vietnam. Mr Tan is a director of Fraden Projects Australia Pty Ltd, a company of foreign project management consultants that facilitated the development of the USD 300 million Yen SO Project with the local government and Gamuda Berhad. As a Director, Mr Tan has also facilitated the acquisitions and development of private ventures in China's Heilongjiang and Jilin Provinces.

Mr Tan is considered to be an independent Director.

8.3 Board recommendation

The Board (excluding Mr Tan) recommends that Shareholders vote in favour of Resolution 2. The Chair intends to exercise all available proxies in favour of Resolution 2.

9. RESOLUTION 3 – APPROVAL OF 10% PLACEMENT CAPACITY

9.1 General

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of Equity Securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary securities it had on issue at the start of that period.

However, under ASX Listing Rule 7.1A an eligible entity may seek Shareholder approval at its annual general meeting to increase this 15% limit by an extra 10% to 25% (**10% Placement Capacity**).

An 'eligible entity' means an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300 million or less. As at 24 June 2021, the Company is an "eligible entity" as it is not included in the S&P 300 Index and has a current market capitalization of approximately \$68,600,917 (based on the number of Shares on issue and the closing price of Shares on ASX on 24 June 2019).

This Resolution seeks Shareholder approval by way of special resolution for the Company to have the additional 10% Placement Capacity provided for in Listing Rule 7.1A to issue Equity Securities without Shareholder approval.

If this Resolution is passed, the Company will be able to issue Equity Securities up to the combined 25% limit in Listing Rules 7.1 and 7.1A without any further Shareholder approval.

If this Resolution is not passed, the Company will not be able to access the additional 10% Placement Capacity to issue Equity Securities without Shareholder approval provided for under Listing Rule 7.1A and will remain subject to the 15% limit on issuing Equity Securities without shareholder approval set out in Listing Rule 7.1.

This Resolution is a special Resolution. Accordingly, at least 75% of votes cast by Shareholders present and eligible to vote at the Meeting must be in favour of this Resolution for it to be passed.

The information below provides more background on ASX Listing Rule 7.1A and the disclosure required by ASX Listing Rule 7.3A.

9.2 ASX Listing Rule 7.1A

ASX Listing Rule 7.1A enables an eligible entity (including the Company) to seek shareholder approval at its annual general meeting to issue Equity Securities in addition to those under the eligible entity's 15% annual placement capacity.

Any Equity Securities issued must be in the same class as an existing class of quoted Equity Securities. The Company currently has one class of quoted Equity Securities on issue, being the fully paid ordinary shares (ASX Code: FFG) and quoted options (ASX Code: FFGOA).

The exact number of Equity Securities that the Company may issue under an approval in accordance with Listing Rule 7.1A will be calculated according to the following formula:

Where:

- A** is number of shares on issue at the commencement of the relevant period:
- (A) plus the number of fully paid shares issued in relevant period under an exception in Listing Rule 7.2;
 - (B) plus the number of fully paid shares issued in relevant period on conversion of convertible securities within Listing Rule 7.2 Exception 9 where:
 - (1) the convertible securities were issued or agreed to be issued before the commencement of the relevant period; or

- (2) the issue of, or agreement to issue, the convertible securities approved, or taken to have been approved, under Listing Rule 7.1 or 7.4;
- (C) plus the number of fully paid shares issued in relevant period under an agreement to issue securities within Listing Rule 7.2 Exception 16 where:
 - (1) the convertible securities were issued or agreed to be issued before the commencement of the relevant period; or
 - (2) the issue of, or agreement to issue, the convertible securities approved, or taken to have been approved, under Listing Rule 7.1 or 7.4;
- (D) plus the number of partly paid shares that became fully paid in the 12 months;
- (E) plus the number of fully paid shares issued in the 12 months with approval of holders of shares under Listing Rule 7.1 and 7.4. This does not include an issue of fully paid shares under the entity's 15% placement capacity without shareholder approval;
- (F) less the number of fully paid shares cancelled in the relevant period.

Note that A has the same meaning in Listing Rule 7.1 when calculating an entity's 15% placement capacity.

D is 10%.

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

9.3 Technical information required by ASX Listing Rule 7.1A

Pursuant to and in accordance with ASX Listing Rule 7.3A, the information below is provided in relation to this Resolution 3:

(a) Date of Issue (10% Placement Capacity Period)

The Equity Securities may be issued under the 10% Placement Capacity commencing on the date of the Meeting and expiring on the first to occur of the following:

- (i) 12 months after the date of the Meeting;
- (ii) the time and date of the Company's next general meeting; and
- (iii) the date of approval by Shareholders of any transaction under ASX Listing Rules 11.1.2 (a significant change to the nature or scale of the Company's activities) or 11.2 (disposal of the Company's main undertaking).

(b) Minimum Price

The minimum price at which the Equity Securities may be issued under the 10% Placement Capacity is 75% of the volume weighted average price of

Equity Securities in that same class, calculated over the 15 ASX trading days on which trades in that class 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 ASX trading days of the date in paragraph (i), the date on which the Equity Securities are issued.

(c) **Use of funds raised under 10% Placement Capacity**

The Company intends to use funds raised from issues of Equity Securities under the 10% Placement Capacity for advancing the Company's existing operations including the acquisition of assets and investments (including expenses associated with such an acquisition) and general working capital.

As at the date of this Notice, the Company has no specific purpose or investments in mind for the use of funds raised from issues of Equity Securities under the 10% Placement Capacity.

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

(d) **Risk of economic and voting dilution**

Any issue of Equity Securities under the 10% Placement Capacity will dilute the interests of Shareholders who do not receive any Shares under the issue.

If this Resolution is approved by Shareholders and the Company issues the maximum number of Equity Securities available under the 10% Placement Capacity, the economic and voting dilution of existing Shares would be as shown in the table below.

The table below shows the dilution of existing Shareholders calculated in accordance with the formula outlined in ASX Listing Rule 7.1A(2), on the basis of the current market price of Shares and the current number of Equity Securities on issue as at 18 June 2021.

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 as at 18 June 2021. 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 entitlement offer or securities issued under a takeover offer) or future specific placements under Listing Rule 7.1 that are approved at a future general meeting; and
- (ii) two examples of where the issue price of ordinary securities has decreased by 50% and increased by 50% as against the market price as at 18 June 2021.

Number of Shares on Issue	Dilution
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(Variable 'A' in ASX Listing Rule 7.1A2)	Issue Price (per Share)	\$0.0380 50% decrease in Issue Price	\$0.0760 Issue Price	\$0.1520 50% increase in Issue Price
1,008,837,020 (Current Variable A)	Shares issued - 10% voting dilution	100,837,020 Shares	100,837,020 Shares	100,837,020 Shares
	Funds Raised	\$3,833,581	\$7,667,161	\$15,334,323
1,513,255,530 (50% increase in Variable A)	Shares issued - 10% voting dilution	151,325,554 Shares	151,325,554 Shares	151,325,554 Shares
	Funds Raised	\$5,750,371	\$11,500,742	\$23,001,484
2,017,674,040 (100% increase in Variable A)	Shares issued - 10% voting dilution	201,767,404 Shares	201,767,404 Shares	201,767,404 Shares
	Funds Raised	\$7,667,161	\$15,334,323	\$30,668,645

The table above uses the following assumptions:

1. There are currently 1,008,837,020 Share on issue.
2. The issue price set out above is the closing price of the Shares on the ASX on 18 June 2021.
3. The Company issues the maximum possible number of Equity Securities under the 10% Placement Capacity.
4. The Company has not issued any Equity Securities in the 12 months prior to the Meeting that were not issued under an exception in ASX Listing Rule 7.2 or with approval under ASX Listing Rule 7.1.
5. The issue of Equity Securities under the 10% Placement Capacity consists only of Shares. It is assumed that no options (no options are currently on issue) are exercised into Shares before the date of issue of the Equity Securities.
6. The calculations above do not show the dilution that any one particular Shareholder will be subject to. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances.
7. This table does not set out any dilution pursuant to approvals under ASX Listing Rule 7.1.
8. 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%.
9. 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 Capacity, based on that Shareholder's holding at the date of the Meeting.

Shareholders should note that there is a risk that:

- (i) the market price for the Company's Shares may be significantly lower on the issue date than on the date of the Meeting; and
- (ii) the Shares may be issued at a price that is at a discount to the market price for those Shares on the date of issue.

(e) **Allocation under the 10% Placement Capacity**

The Company's allocation policy for the issue of Equity Securities under the 10% Placement Capacity will be dependent on the prevailing market conditions at the time of the proposed placement(s).

The recipients of the Equity Securities to be issued under the 10% Placement Capacity have not yet been determined. However, the recipients of Equity Securities could consist of current Shareholders or new investors (or both), none of whom will be related parties of the Company.

The Company will determine the recipients at the time of the issue under the 10% Placement Capacity, having regard to the following factors:

- (i) the purpose of the issue;
- (ii) alternative methods for raising funds available to the Company at that time, including, but not limited to, an entitlement issue or other offer where existing Shareholders may participate
- (iii) the effect of the issue of the Equity Securities on the control of the Company;
- (iv) the circumstances of the Company, including, but not limited to, the financial position and solvency of the Company;
- (v) prevailing market conditions; and
- (vi) advice from corporate, financial and broking advisers (if applicable).

(f) **Previous Approval under Listing Rule 7.1A**

The Company previously obtained approval from its Shareholders pursuant to ASX Listing Rule 7.1A at its Annual General Meeting held on 31 July 2020 (**Previous Approval**). The Company has not issued any Equity Securities pursuant to the Previous Approval.

The Company has not issued, or agreed to issue, any Equity Securities under Listing Rule 7.1A.2 in the twelve months preceding the date of the Meeting.

(g) **Voting Exclusion Statement**

As at the date of this Notice, the Company is not proposing to make an issue of Equity Securities under Listing Rule 7.1A. Accordingly, a voting exclusion statement is not included in this Notice.

9.4 Compliance with ASX Listing Rules 7.1A.4

When the Company issues Equity Securities pursuant to the 10% Placement Capacity, it will give to ASX:

- (a) state in its announcement of the proposed issue under Listing Rule 3.10.3 or in its application for quotation of the securities under Listing Rule 2.7 that the securities are being issued under Listing Rule 7.1A; and
- (b) a list of the allottees of the Equity Securities and the number of Equity Securities allotted to each (not for release to the market), in accordance with Listing Rule 7.1A.4.

10. RESOLUTION 4 – RATIFICATION OF ISSUE OF FOREVER PAY CONSIDERATION SHARES

10.1 Background

On 12 April 2021, the Company announced that it signed a binding agreement (**Forever Pay Agreement**) to acquire an 85% stake in Forever Pay Sdn. Bhd (a company incorporated in Malaysia) (**Forever Pay**). Forever Pay is a licensed corporate entity that holds a money lending license awarded by the Malaysian government.

A summary of the material terms of the Forever Pay Agreement is set out below:

- (a) The total purchase consideration under the Forever Pay Agreement is A\$870,000, comprised of:
 - (i) A\$450,000 in cash (**Cash Consideration**); and
 - (ii) 3,000,000 Shares at a deemed issue price of A\$0.14 per Share (**Forever Pay Consideration Shares**), which were issued pursuant to the Company's 10% placement capacity under Listing Rule 7.1.
- (b) The Cash Consideration is to be paid over a duration of 12 months.

The Forever Pay Agreement otherwise contains terms, conditions, warranties and representations which are considered standard for an agreement of this type.

Further details regarding Forever Pay and the Forever Pay Agreement are set out in the Company's announcement released to ASX on 12 April 2021.

This Resolution seeks Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the Forever Pay Consideration Shares.

10.2 Listing Rules 7.1 and 7.4

Broadly speaking, and subject to a number of exceptions which are contained in Listing Rule 7.2 (which do not apply in the circumstances of this Resolution), Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12-month period to 15% of the fully paid ordinary securities it had on issue at the start of that period. The Forever Pay Consideration Shares do not fit within any of the exceptions in Listing Rule 7.2 and, as it has not yet been approved by the Company's Shareholders, it effectively uses up part of the 15% limit in Listing Rule 7.1, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 for the 12-month period following the issue date.

Listing Rule 7.4 allows the shareholders of a listed company to approve an issue of equity securities after it has been made or agreed to be made. If they do, the issue is taken to have been approved under Listing Rule 7.1 and so does not reduce the

company's capacity to issue further equity securities without shareholder approval under that rule.

The Company wishes to retain as much flexibility as possible to issue additional equity securities into the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1. To this end, Resolution 4 seeks Shareholder approval to subsequently approve the issue of 3,000,000 Forever Pay Consideration Shares (which were issued pursuant to the Company's capacity under Listing Rule 7.1) under and for the purposes of Listing Rule 7.4.

10.3 Technical information required by Listing Rule 14.1A

If Resolution 4 is passed, the Forever Pay Consideration 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 Forever Pay Consideration 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.

10.4 Additional Information required by Listing Rule 7.5

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in respect of Resolution 4:

(a) Name of the person/s to whom the Company issued the securities

The Forever Pay Consideration Shares were issued to VPN Technology Sdn. Bhd. In accordance with paragraph 7.2 of ASX Guidance Note 21, the Company confirms that VPN Technology SDN is not:

- (i) a related party of the Company;
- (ii) a member of the Company's Key Management Personnel;
- (iii) a substantial holder of the Company;
- (iv) an adviser of the Company;
- (v) an associate of any of the above parties; or
- (vi) issued more than 1% of the Company's issued capital at the time of issue.

(b) Number and class of securities issued

A total of 3,000,000 fully paid ordinary shares were issued under Listing Rule 7.1.

(c) Terms of the Securities

The Forever Pay Consideration Shares were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing ordinary shares.

(d) **Date on which the securities were issued**

3,000,000 Forever Pay Consideration Shares were issued on 11 June 2021 pursuant to the Company's placement capacity under Listing Rule 7.1.

(e) **Issue price or consideration received**

The Forever Pay Consideration Shares were issued at a deemed issue price of \$0.14 per Share.

(f) **Purpose and use of funds**

No funds were raised. 3,000,000 Forever Pay Consideration Shares were issued under the Share Sale Agreement in satisfaction for the part consideration for the acquisition of 85% stake of Forever Pay Sdn. Bhd.

(g) **Agreements**

The Forever Pay Consideration Shares were issued under the Forever Pay Agreement. A summary of the material terms of the Forever Pay Agreement are set out in Section 10.1. The remaining 15% of Forever Pay is held by VPN Technology Sdn. Bhd.

(h) **Voting Exclusion**

A voting exclusion statement is included in the Notice.

10.5 **Board Recommendation**

The Board unanimously recommends that Shareholders vote in favour of this Resolution. The Chair intends to exercise all available proxies in favour of this Resolution.

11. **RESOLUTION 5 – APPROVAL OF ISSUE OF BNPL NEXT CONSIDERATION SHARES**

11.1 **Background**

On 11 June 2021, the Company announced that it signed a binding agreement (**BNPL Next Agreement**) to acquire a 100% stake in BNPL Next Limited (**BNPL Next**). BNPL Next owns 60% of Circo Pte. Ltd, a pioneering Earned Wage Access (EWA) solution provided in Southeast Asia (**CircoPay**).

A summary of the material terms of the BNPL Next Agreement is set out below:

- (a) The total purchase consideration under the BNPL Next Agreement is A\$4.14 million which is to be satisfied via the issuance of Shares at an issue price that is equivalent to the 5-days volume weighted average price of the Company's shares upon closing with a floor price of \$0.05 per share (a maximum of 82,800,000 Shares) (**BNPL Next Consideration Shares**).
- (b) 75% of the BNPL Next Consideration Shares will be subject to 12 month and 18-month voluntary escrow restrictions. The remaining 25% of the BNPL Next Consideration Shares will not be subject to any escrow restrictions.
- (c) Completion of the BNPL Next Agreement is subject to and conditional upon the following conditions being satisfied (or waived by the Company):

- (i) the Company shall have completed its legal and other due diligence investigations on BNPL Next and CircoPay to the satisfaction of the Company;
- (ii) the Company shall have obtained all required consents for its purchase of 100% of the shares in BNPL Next, including but not limited to the approval from its board of directors; and
- (iii) the Company must obtain shareholder approval for the issuance of the BNPL Next Consideration Shares to the vendors of BNPL Next (**BNPL Next Vendors**).

Accordingly, Resolution 5 seeks Shareholder approval to issue up to 82,800,000 BNPL Next Consideration Shares to the vendors of BNPL Next Limited.

11.2 Listing Rule 7.1

A summary of Listing Rule 7.1 is set out in section 10.2 above.

The Company wishes to retain as much flexibility as possible to issue additional equity securities into the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1. To this end, Resolution 5 seeks Shareholder approval for the BNPL Next Consideration Shares under and for the purposes of Listing Rule 7.1.

11.3 Technical information required by Listing Rule 14.1A

If Resolution 5 is passed, the Company **will be able to proceed** with the issue of BNPL Next Consideration Shares. In addition, the issue of the BNPL Next Consideration 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 5 is not passed, the Company **will still be able to proceed** with the issue of BNPL Next Consideration Shares. However, the issue of the BNPL Next Consideration 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.

11.4 Additional Information required by Listing Rule 7.3

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in respect of Resolution 5:

(a) Name of the person/s to whom the Company will issue the securities

A maximum of 82,800,000 Shares may be issued to the BNPL Next Vendors (and/or their respective nominees), as follows:

BNPL Next Vendor	BNPL Next Consideration Shares
Kah Wui Lim	39,818,750
Brian Wee Ho Beng	6,900,000
International Resources Limited	5,175,000

Gracejoy Liquids Limited	14,375,000
Quee & Sons Sdn Bhd	2,875,000
Atlas8 Pte Ltd	4,887,500
Kensuke Tsurumaru	359,375
Yimin Boh and Tania Margaret	790,625
Adrian Maxwell Bunter	359,375
Lee Chern Su	718,750
Andrew Joseph Bond	359,375
Zoran Grujic	359,375
Patrick K Wong	1,150,000
Marian Rachelle Regala Gaa	934,375
Roanne Lau	2,875,000
Partners Pte Ltd	862,500
Total	82,800,000

In accordance with paragraph 7.2 of ASX Guidance Note 21, the Company confirms that none of the BNPL Next Vendors are related parties of the Company, a member of the Company's Key Management Personnel, a substantial holder of the Company, an adviser of the Company or an associate of any of these parties. Kah Wui Lim and Gracejoy Liquids Limited may be issued more than 1% of the Company's current issued capital.

(b) **Number and class of securities the Company will issue**

If Resolution 5 is approved, a maximum of up to 82,800,000 BNPL Next Consideration Shares will be issued.

(c) **Terms of the Securities**

The BNPL Next Consideration Shares are fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing ordinary shares.

(d) **Date on which the securities will issue the securities**

The BNPL Next Consideration Shares will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules).

(e) **Issue price of the securities**

The BNPL Next Consideration Shares will be issued at a deemed issue price that is equivalent to the 5-days volume weighted average price of the Company's shares with a floor price of \$0.05 per share.

(f) **Purpose and use of funds**

No funds will be raised. Up to 82,800,000 BNPL Next Consideration Shares will be issued under the BNPL Next Agreement as consideration for the Company's acquisition of 100% of the issued capital of BNPL Next.

(g) **Agreements**

The BNPL Next Consideration Shares will be issued under the BNPL Next Agreement. A summary of the material terms of the BNPL Agreement is set out in Section 11.1

(h) **Reverse takeover**

The BNPL Next Consideration Shares are not being issued under, or to fund, a reverse takeover.

(i) **Voting Exclusion**

A voting exclusion statement is included in the Notice.

11.5 Board recommendation

The Board unanimously recommends that Shareholders vote in favour of Resolution 5. The Chair intends to exercise all available proxies in favour of Resolution 5.

12. ENQUIRIES

Shareholders are required to contact Ms Jiahui Lan +61 (3) 8611 5353 if they have any queries in respect of the matters set out in these documents.

GLOSSARY

\$ means Australian dollars.

10% Placement Capacity has the meaning given in Section 9.1.

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

ASIC means the Australian Securities and Investments Commission.

ASX means ASX Limited.

ASX Listing Rules means the Listing Rules of ASX.

BNPL Next has the meaning given in Section 11.1.

BNPL Next Agreement has the meaning given in Section 11.1.

BNPL Next Consideration Shares has the meaning given in Section 11.1.

BNPL Next Vendors has the meaning given in Section 11.1.

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 person appointed to chair the Meeting convened by this Notice of Annual General Meeting.

CircoPay has the meaning given in Section 11.1.

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

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependent of the member or the member's spouse;
- (d) 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;
- (e) a company the member controls; or
- (f) 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 Fatfish Group Limited (ACN 004 080 460).

Constitution means the Company's constitution.

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

Directors means the current directors of the Company.

AEST means Australian Eastern Standard Time.

Explanatory Statement means the explanatory statement accompanying the Notice of Meeting.

Forever Pay has the meaning given in Section 10.1.

Forever Pay Agreement has the meaning given in Section 10.1.

Forever Pay Consideration Shares has the meaning given in Section 10.1.

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.

Meeting means the annual general meeting of Shareholders to which this Notice of Meeting relates.

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

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 31 December 2020.

Resolutions means the resolutions set out in the Notice of Meeting, 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 holder of a Share.

APPOINTMENT OF PROXY FORM

FATFISH GROUP LIMITED
ACN 004 080 460

ANNUAL GENERAL MEETING

I/We

of:

SRN/HIN

being a Shareholder entitled to attend and vote at the Meeting, hereby appoint:

Name:

OR: ☐ the Chair of the Meeting as my/our proxy.

or failing the person so named or, if no person is named, the Chair, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, and subject to the relevant laws as the proxy sees fit, at the Meeting to be held at **2:00pm (AEST) on 30 July 2021 at Level 4, 91 William Street, Melbourne Vic 3000** and at any adjournment thereof.

The Chair intends to vote undirected proxies in favour of all Resolutions in which the Chair is entitled to vote.

Voting on business of the Meeting

		FOR	AGAINST	ABSTAIN
Resolution 1	Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of Director – Mr Jeffrey Hua Yuen Tan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Approval of 10% Placement Capacity	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Ratification of issue of Forever Pay Consideration Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Approval of issue of BNPL Next Consideration Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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

Important for Resolution 1

If you have not directed your proxy how to vote as your proxy in respect of Resolution 1 and the Chair is, or may by default be, appointed your proxy, you must mark the box below.

☐ I/we direct the Chair to vote in accordance with his/her voting intentions (as set out above) on Resolution 1 (except where I/we have indicated a different voting intention above) and expressly authorise that the Chair may exercise my/our proxy even though Resolution 1 is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

If the Chair is, or may by default be, appointed your proxy and you do not mark this box and you have not directed the Chair how to vote, the Chair will not cast your votes on Resolution 1 and your votes will not be counted in calculating the required majority if a poll is called on Resolution 1.

If two proxies are being appointed, the proportion of voting rights this proxy represents is: _____ %

Signature of Shareholder(s):

Individual or Shareholder 1

Sole Director/Company Secretary

Shareholder 2

Director

Shareholder 3

Director/Company Secretary

Date:

Contact name:

Contact ph (daytime):

E-mail address:

Consent for contact by e-mail:

YES ☐ NO ☐

Instructions for Completing 'Appointment of Proxy' Form

1. **(Appointing a proxy):** A Shareholder entitled to attend and cast a vote at the Meeting is entitled to appoint a proxy to attend and vote on their behalf at the Meeting. If a Shareholder is entitled to cast 2 or more votes at the Meeting, the Shareholder may appoint a second proxy to attend and vote on their behalf at the Meeting. However, where both proxies attend the Meeting, voting may only be exercised on a poll. The appointment of a second proxy must be done on a separate copy of the Proxy Form. A Shareholder who appoints 2 proxies may specify the proportion or number of votes each proxy is appointed to exercise. If a Shareholder appoints 2 proxies and the appointments do not specify the proportion or number of the Shareholder's votes each proxy is appointed to exercise, each proxy may exercise one-half of the votes. Any fractions of votes resulting from the application of these principles will be disregarded. A duly appointed proxy need not be a Shareholder.
2. **(Direction to vote):** A Shareholder may direct a proxy how to vote by marking one of the boxes opposite each item of business. The direction may specify the proportion or number of votes that the proxy may exercise by writing the percentage or number of Shares next to the box marked for the relevant item of business. Where a box is not marked the proxy may vote as they choose subject to the relevant laws. Where more than one box is marked on an item the vote will be invalid on that item.
3. **(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 of the Shareholders should sign.
 - **(Power of attorney):** If you have not already provided the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Form when you return it.
 - **(Companies):** Where the company has a sole director, who is also the sole company secretary, that person must sign. Where the company (pursuant to section 204A of the Corporations Act) does not have a company secretary, a sole director can also sign alone. Otherwise, a director jointly with either another director or a company secretary must sign. Please sign in the appropriate place to indicate the office held. In addition, if a representative of a company is appointed pursuant to section 250D of the Corporations Act to attend the Meeting, the documentation evidencing such appointment should be produced prior to admission to the Meeting. A form of a certificate evidencing the appointment may be obtained from the Company.
4. **(Attending the Meeting):** Completion of a Proxy Form will not prevent individual Shareholders from attending the Meeting in person if they wish. Where a Shareholder completes and lodges a valid Proxy Form and attends the Meeting in person, then the proxy's authority to speak and vote for that Shareholder is suspended while the Shareholder is present at the Meeting.
5. **(Return of Proxy Form):** To vote by proxy, please complete and sign the enclosed Proxy Form and return by:
 - (a) post to Fatfish Group Limited, PO Box 253 Collins Street West, VIC 8007;
 - (b) facsimile to the Company on facsimile number (+61 3) 8596 9967;
 - (c) in person to Level 4, 91 William Street, Melbourne; or
 - (d) by email to the Company Secretary at jjiahui@dwacconting.com.au,

so that it is received not later than **2:00pm (AEST) on 28 July 2021.**

Proxy Forms received later than this time will be invalid.