



**Zimi Limited**  
1/14 Millennium Circuit,  
Helensvale QLD 4212 Australia.

**ASX : ZMM**  
**ABN : 25 113 326 524**  
**www.zimi.life**

**Registered Office Address**  
Level 1, 2A/300 Fitzgerald Street  
North Perth WA 6006 Australia.

## Notice of General Meeting

**ASX RELEASE      13 April 2022**

Zimi Limited (ASX: ZMM) (**Zimi**, or the **Company**) confirms release of its Notice of General Meeting (**Notice**) to shareholders.

The General Meeting will be held at 10:00am (AWST) on Friday 27 May 2022 at HLB Mann Judd, Level 4, 130 Stirling Street, Perth, Western Australia.

A copy of the Notice is attached to this announcement.

This release has been approved by the Board.

- End -

Further information:

Jordan Tentori | email : [jordan@zimi.life](mailto:jordan@zimi.life) | phone: +61 412 589 952

About Zimi

Zimi connects everyday electrical products to the Internet and each other to create smarter living and working spaces.



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Level 1, 2A/300 Fitzgerald Street  
North Perth WA 6006 Australia.

13 April 2022

Dear Shareholder,

## **ZIMI LIMITED – GENERAL MEETING**

Zimi Limited (**Company**) advises that a general meeting of shareholders (**Meeting**) will be held at 10.00am (AWST) on Friday, 27 May 2022 at HLB Mann Judd, Level 4, 130 Stirling Street, Perth, Western Australia.

The Company will not be dispatching physical copies of the notice of Meeting. A copy of the Meeting materials can be viewed and downloaded online as follows:

- You can access the Meeting materials online at the Company's website: <https://zimi.life/>.
- A complete copy of the Meeting materials has been posted to the Company's ASX Market announcements page at [www.asx.com.au](http://www.asx.com.au) under the Company's ASX code "ZMM."
- If you have provided an email address and have elected to receive electronic communications from the Company, you will receive an email to your nominated email address with a link to an electronic copy of the Meeting materials and the voting instruction form.

Your personalised proxy form accompanies this letter. To vote by proxy, please complete and submit your proxy form by one of the following methods:

By email: [meetings@automicgroup.com.au](mailto:meetings@automicgroup.com.au)  
By post: Automic, GPO Box 5193, Sydney NSW 2001  
By hand: Automic, Level 5, 126 Philip Street, Sydney NSW 2000  
By fax: (02) 8583 3040 (within Australia)  
+61 2 8583 3040 (outside Australia)

Your completed proxy form must be received not later than 48 hours before the commencement of the Meeting, being **10.00am (AWST) on Wednesday, 25 May 2022**. Proxy forms received later than this time will be invalid.

The Company intends to hold a physical meeting. The Company will notify any changes to this by way of announcement on ASX and the details will also be made available on our website.

The Meeting materials are important and should be read in their entirety. If you are in doubt as to the course of action you should follow, you should consult your financial adviser, lawyer, accountant, or other professional adviser.

Yours faithfully

Catherine Grant-Edwards  
Company Secretary



## **Zimi Limited**

**ACN 113 326 524**

### **Notice of General Meeting, Explanatory Statement and Proxy Form**

**General Meeting to be held at**

**HLB Mann Judd  
Level 4, 130 Stirling Street  
Perth, WA, 6000**

**On Friday, 27 May 2022 at 10.00am (AWST)**

#### **Important Notice**

The Notice of General Meeting, Explanatory Statement and Proxy Form should be read in their entirety. If you are in doubt as to how you should vote, you should seek advice from your accountant, solicitor or other professional adviser prior to voting.

## Important Information

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### Important dates

An indicative timetable of key proposed dates is set out below. These dates are indicative only and are subject to change.

Event	Date
Last day for receipt of Proxy Forms – Proxy Forms received after this time will be disregarded	10.00am (AWST) on Wednesday, 25 May 2022
Snapshot date for eligibility to vote	10.00am (AWST) on Wednesday, 25 May 2022
General Meeting	10.00am (AWST) on Friday, 27 May 2022

### Defined terms

Capitalised terms used in this Notice of General Meeting will, unless the context otherwise requires, have the same meaning given to them in the Glossary set out in the Explanatory Statement.

## Notice of General Meeting

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Notice is hereby given that a General Meeting of Zimi Limited ACN 113 326 524 (**Company**) will be held at **HLB Mann Judd, Level 4, 130 Stirling Street, Perth, WA, 6000** on **Friday, 27 May 2022 at 10:00am (AWST)** for the purpose of transacting the business referred to in this Notice of General Meeting.

The Explanatory Statement that accompanies and forms part of this Notice describes the various matters to be considered.

### AGENDA

#### Resolution 1 – Consolidation of Shares

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

*“That under and for the purposes of section 254H of the Corporations Act, Listing Rule 7.20, and for all other purposes, Shareholders hereby approve and authorise the Directors to consolidate the issued share capital of the Company on the basis that every fifteen (15) Shares on issue, be consolidated into one (1) Share, with all fractional entitlements to be rounded up to the nearest whole number, and a corresponding consolidation of all other securities on issue, in the manner and on the terms and conditions set out in the Explanatory Statement (**Consolidation**).”*

By order of the Board



**Catherine Grant-Edwards**  
Company Secretary

11 April 2022

## Voting Exclusions

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### Corporations Act voting prohibitions

Pursuant to sections 224 and 250BD of the Corporations Act, a vote on the following Resolution must not be cast (in any capacity) by or on behalf of the party specified in the table below or their respective Associates:

Resolution	Excluded Parties
Resolution 1	None

### ASX Listing Rule voting exclusion statements

For the purposes of Listing Rule 14.11, the following voting exclusion statements apply to the Resolutions. The Company will disregard any votes cast in favour of the following Resolutions by or on behalf of the following persons or an Associate of those persons.

Resolution	Excluded Parties
Resolution 1	None

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

- the person as proxy or attorney for a person who is entitled to vote on a Resolution, in accordance with directions given to the proxy or attorney to vote on a Resolution in that way; or
- the chair of the meeting as proxy or attorney for a person who is entitled to vote on a Resolution, in accordance with a direction given to the chair to vote on a Resolution as the chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary providing 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 a Resolution; and
  - the holder votes on a Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

# Proxy Appointment and Voting Instructions

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## Proxy Form

The Proxy Form (and any power of attorney or other authority, if any, under which it is signed) must be received at an address below by **10:00am (AWST) on Wednesday, 25 May 2022**, being not later than 48 hours before the commencement of the Meeting. A Proxy Form received after that time will not be valid.

*By post:* Automic Group  
GPO Box 5193  
Sydney NSW 2001

*By hand:* Automic Group  
Level 5, 126 Phillip Street  
Sydney NSW 2000

*By email:* [meetings@automicgroup.com.au](mailto:meetings@automicgroup.com.au)

*By fax:* (02) 8583 3040 (within Australia)  
+61 2 8583 3040 (outside Australia)

## Appointment of a proxy

A Shareholder entitled to attend and vote at the Meeting is entitled to appoint a proxy. The proxy may, but need not be, a Shareholder.

If you wish to appoint the Chairperson as your proxy, mark the appropriate box on the Proxy Form. If the person you wish to appoint as your proxy is someone other than the Chairperson, please write the name of that person in the space provided on the Proxy Form. If you leave this section blank, or your named proxy does not attend the Meeting, the Chairperson will be your proxy.

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, you may photocopy the Proxy Form or an additional Proxy Form may be obtained by telephoning the Company Secretary on +61 8 6166 9107.

To appoint a second proxy you must, on each Proxy Form, state (in the appropriate box) the percentage of your voting rights which are the subject of the relevant proxy. If both Proxy Forms do not specify that percentage, each proxy may exercise half your votes. Fractions of votes will be disregarded.

## Corporate Shareholders

Corporate Shareholders should comply with the execution requirements set out on the proxy form or otherwise with the provisions of section 127 of the Corporations Act. Section 127 of the Corporations Act provides that a company may execute a document without using its common seal if the document is signed by:

- two directors of the company;
- a director and a company secretary of the company; or
- for a proprietary company that has a sole director who is also the sole company secretary, that director.

## Corporate representatives

A corporation may elect to appoint an individual to act as its representative in accordance with section 250D of the Corporations Act, in which case the Company will require a certificate of appointment of the corporate representative executed in accordance with the Corporations Act. The certificate of

appointment must be lodged with the Company and/or the Company's share registry before the Meeting or at the registration desk on the day of the Meeting.

### **Votes on Resolutions**

You may direct your proxy how to vote by placing a mark in the 'FOR', 'AGAINST' or 'ABSTAIN' box opposite the Resolution. All your votes will be cast in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on the Resolution by inserting the percentage or number of Shares you wish to vote in the appropriate boxes. If you do not mark any of the boxes next to a Resolution, your proxy may vote as he or she chooses. If you mark more than one box on the Resolution, your vote will be invalid.

### **Chairperson voting undirected proxies**

If the Chairperson is your proxy, the Chairperson will cast your votes in accordance with your directions on the Proxy Form. If you do not mark any of the boxes on the Resolutions, then you expressly authorise the Chairperson to vote your undirected proxies at his/her discretion.

As at the date of this Notice of Meeting, the Chairperson intends to vote undirected proxies **FOR** each of the Resolutions. In exceptional cases the Chairperson's intentions may subsequently change and in this event, the Company will make an announcement to the market.

### **Voting entitlement (snapshot date)**

For the purposes of determining voting and attendance entitlements at the Meeting, Shares will be taken to be held by the persons who are registered as holding the Shares at **10.00am (AWST) on Wednesday, 25 May 2022**. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

### **Questions from Shareholders**

Questions for the Board of Directors can be emailed to [cathl@bellatrixcorp.com.au](mailto:cathl@bellatrixcorp.com.au) and must be received be submitted by no later than **5.00pm (AWST) on Tuesday, 24 May 2022**.

The board of Directors will endeavour to prepare answers to these questions, where necessary they will be moderated and curated to cover business of the meeting.



# Explanatory Statement

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This Explanatory Statement has been prepared for the information of Shareholders in relation to the business to be conducted at the General Meeting.

The purpose of this Explanatory Statement is to provide Shareholders with all information known to the Company which is material to a decision on how to vote on the Resolutions in the accompanying Notice of General Meeting.

This Explanatory Statement should be read in conjunction with the Notice of General Meeting.

Capitalised terms in this Explanatory Statement are defined in the Glossary or otherwise in the Explanatory Statement.

## 1. Resolution 1 – Consolidation of Shares

### 1.1 Background

The Company is currently in the process of undertaking various capital management initiatives, including the Unmarketable Parcel Sale Facility (**Facility**), and the Consolidation (the subject to this Resolution 1) as announced to the ASX on 11 April 2022.

As set out in the announcement to ASX on 11 April 2022, the Company has established the Facility for shareholders who hold less than A\$500 worth of fully paid, ordinary shares in the Company (**Unmarketable Parcel**). Shareholders who hold an Unmarketable Parcel and wish to retain their shares must “opt-out” of the Facility by returning their duly completed Retention Form to the Company’s share registry. The Company has appointed PAC Partners to sell the Unmarketable Parcel shares under the Facility, and proceeds from the sale of the shares will be remitted to participating shareholders as soon as practicable following settlement of all shares sold through the Facility. Closing Date in respect of the Facility is 26 May 2022.

Resolution 1 seeks Shareholder approval for the Consolidation so as to undertake a consolidation of the Company’s share capital on a 15:1 basis, with fractional entitlements to be rounded up to the nearest whole number.

The Consolidation is to occur 4 Business Days after the Meeting, being **2 June 2022** (**Consolidation Date**).

The latest available closing price of the Company’s Shares prior to the issue of this Notice was \$0.009.

### 1.2 Legal requirements

Section 254H of the Corporations Act provides that a company may, by resolution passed at a general meeting, convert all of any of its shares into a larger or smaller number.

This section of the Explanatory Memorandum provides the information required by Listing Rule 7.20 to be provided to Shareholders in relation to the Consolidation.

#### (a) Effect on capital structure

The effect the Consolidation will have on the Company’s capital structure is as follows (assuming no new securities are issued in the interim):

- (i) reduce the number of Shares on issue from 979,919,428 to approximately 65,327,962;

- (ii) reduce the number of Options expiring 10 December 2023 on issue from 25,000,000 to approximately 1,666,667, and to increase their exercise price from \$0.0001 to \$0.0015;
- (iii) reduce the number of Options expiring 31 October 2023 on issue from 169,999,993 to approximately 11,333,333, and to increase their exercise price from \$0.03 to \$0.45
- (iv) reduce the number of existing Performance Shares on issue from 4,800,000 to approximately 320,000, of which:
  - (A) 106,667 Performance Shares expiring 19 December 2023 (deadline to achieve performance hurdle was 30 September 2021) – there are no changes to existing performance milestones as a result of the Consolidation; and
  - (B) 213,333 Performance Shares expiring 19 December 2023 (deadline to achieve performance hurdle is 19 December 2023) – the performance milestone is amended to state that Performance Shares will convert into 1 Share upon the Company achieving a share price of at least \$0.45 and a market capitalisation of at least \$45,000,000, each based on the volume weighted average market price over 20 consecutive trading days during which the Company's shares have actually traded.
- (v) reduce the number of existing Performance Rights on issue from 1,440,000 to approximately 96,000.

(b) **Fractional entitlements**

Not all Security Holders will hold that number of Securities which can be evenly divided by the Consolidation ratio of 15:1.

Where a fractional entitlement to a post-Consolidation security occurs, the Directors will round that fraction up to the nearest whole Share, Performance Share, Performance Right or Option.

(c) **Taxation implications**

It is not considered that any taxation implications will exist for Security Holders arising from the Consolidation. However, Security Holders are advised to seek their own tax advice in this respect.

The Company, the Directors and the Company's advisors do not accept any responsibility for the individual taxation implications arising from the Consolidation.

(d) **Holding Statements**

From the Consolidation Date, all holding statements and certificates for Securities will cease to have any effect, except as evidence of entitlement to a certain number of Securities on a post-Consolidation basis.

After the Consolidation becomes effective, the Company will arrange for new holding statements to be issued to Security Holders.

It is the responsibility of each Security Holder to check the number of Securities held prior to disposal or exercise (as the case may be).

### 1.3 Consolidation timetable

Subject to Shareholder approval of the Consolidation, the proposed timetable for the Consolidation is set out below. The dates are indicative only and are subject to possible change.

Event	Date
General Meeting and approval of Resolution 1 (Consolidation)	27 May 2022
Effective date of consolidation	27 May 2022
Last day for trading in pre-consolidated Securities	30 May 2022
If agreed by ASX, trading in post-consolidated Securities commences on a deferred settlement basis starts	31 May 2022
Record Date and last day for registration of transfers of Securities on a pre-Consolidation basis	1 June 2022
First day for Company to update its register and to send holding statements to Security Holders reflecting the change in the number of securities they hold	2 June 2022
Last day for Company to update its register and to send holding statements to Security Holders reflecting the change in the number of securities they hold Deferred settlement market ends	8 June 2022

### 1.4 Directors' recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolution 1.

## Glossary

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In this Explanatory Statement, the following terms have the following meaning unless the context otherwise requires:

<b>Associate</b>	Has the meaning given to that term in the Listing Rules.
<b>ASX</b>	ASX Limited (ACN 008 624 691) or the financial market known as the Australian Securities Exchange operated by ASX Limited, as the context requires.
<b>AWST</b>	Australian Western Standard Time, being the time in Perth, Western Australia.
<b>Board</b>	The Board of Directors of the Company.
<b>Business Day</b>	A day: (a) that is a business day as defined in the Listing Rules; and (b) which is not a Saturday, Sunday, public holiday or bank holiday in Perth, Western Australia.
<b>Chairperson</b>	The chair of the General Meeting.
<b>Company</b>	Zimi Limited (ACN 113 326 524).
<b>Company Secretary</b>	The company secretary of the Company.
<b>Consolidation</b>	A consolidation of the Company's Share capital on the basis of every fifteen (15) Shares be consolidated into one (1) Share.
<b>Constitution</b>	The constitution of the Company.
<b>Corporations Act</b>	The <i>Corporations Act 2001</i> (Cth).
<b>Director</b>	A director of the Company.
<b>Equity Securities</b>	Has the meaning given to that term in the Listing Rules.
<b>Explanatory Statement</b>	This explanatory statement which accompanies and forms part of the Notice.
<b>General Meeting or Meeting</b>	The general meeting of Shareholders or any adjournment thereof, convened by the Notice.
<b>Listing Rules</b>	The listing rules of ASX, as amended from time to time.
<b>Notice Date</b>	The date of the Notice of General Meeting.
<b>Notice or Notice of General Meeting</b>	The notice of general meeting which accompanies this Explanatory Statement.
<b>Option</b>	An option to acquire a Share.
<b>Option Holder</b>	The holder of an Option.
<b>PAC Partners</b>	PAC Partners Securities Pty Ltd (ACN 623 653 912)
<b>Performance Right</b>	The right to be issued a corresponding number of Shares in the Company upon the satisfaction of certain Vesting Conditions.
<b>Performance Share</b>	A share that has limited rights but which converts into a given number of ordinary shares subject to certain performance conditions being met.
<b>Proxy Form</b>	The proxy form accompanying the Notice.
<b>Related Party</b>	Has the meaning given to that term in the Listing Rules.

<b>Resolution</b>	A resolution set out in the Notice.
<b>Section</b>	A section of the Explanatory Statement.
<b>Securities</b>	The securities of the Company within the meaning of section 761A of the Corporations Act and includes Shares, Performance Shares, Performance Rights, and Options.
<b>Security holder</b>	A holder of Securities in the Company.
<b>Share</b>	A fully paid ordinary share in the Company.
<b>Shareholder</b>	The holder of a Share in the Company.

If you are attending the meeting  
in person, please bring this with you  
for Securityholder registration.

Holder Number:

Your proxy voting instruction must be received by **10:00am (AWST) on Wednesday, 25 May 2022**, 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 VOTE ONLINE

**Vote online at <https://investor.automic.com.au/#/loginsah>**

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

- ✓ **Save Money:** help minimise unnecessary print and mail costs for the Company.
- ✓ **It's Quick and Secure:** provides you with greater privacy, eliminates any postal delays and the risk of potentially getting lost in transit.
- ✓ **Receive Vote Confirmation:** instant confirmation that your vote has been processed. It also allows you to amend your vote if required.



## SUBMIT YOUR PROXY VOTE BY PAPER

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 KMP.

### 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>.

