



CAQ Holdings Limited
ACN 091 687 740

Notice of Annual General Meeting

**Annual General Meeting to be held at
Level 2, 1176 Hay Street, West Perth, Western Australia
on 30 May 2024, commencing at 10.00 am (AWST)**

IMPORTANT

This Notice of Annual General Meeting should be read in its entirety. If Shareholders are in doubt as to how to vote, they should seek advice from their professional adviser prior to voting. Should you wish to discuss the matters in this Notice of Annual General Meeting, please do not hesitate to contact the Company Secretary on 0416107244.

Notice of Annual General Meeting

Notice is given that the Annual General Meeting of Shareholders of CAQ Holdings Limited (ACN 091 687 740) (“**Company**”) will be held on 30 May 2024, commencing at 10.00am (AWST).

The Company will hold a physical Annual General Meeting together with a virtual meeting enabling Shareholders to attend remotely.

The Board encourages Shareholders to consider participating in the Annual General Meeting virtually or voting by proxy rather than attending the Annual General Meeting in person. In accordance with section 249S of the Corporations Act, the Company invites Shareholders to attend and participate via the virtual Annual General Meeting through an online meeting platform powered by the Share Registry **Automic**.

A live webcast and electronic voting via the Virtual Meeting will be offered to allow Shareholders to watch, listen to and participate in the Annual General Meeting and vote online. To facilitate such participation, voting on each Resolution will occur by a poll rather than a show of hands.

To access the virtual meeting:

1. Open your internet browser and go to **investor.automic.com.au**
2. Login with your username and password or click “**register**” if you haven’t already created an account. **Shareholders are encouraged to create an account prior to the start of the meeting to ensure there is no delay in attending the virtual meeting.**
3. After logging in, a banner will be displayed at the top once the Meeting is open for registration, click on “View” when this appears.
4. Click on “Register” and follow the steps.
5. Click on the URL to join the webcast where you can view and listen to the Meeting.
6. Once the Chair of the Meeting has declared the poll open for voting click on “Refresh” to be taken to the voting screen.
7. Select your voting direction and click “confirm” to submit your vote. Note that you cannot amend your vote after it has been submitted.

Shareholders may submit questions ahead of the Annual General Meeting via the portal from 30 May 2024.

The Explanatory Statement to this Notice of Annual General Meeting provides additional information on matters to be considered at the Annual General Meeting. The Explanatory Statement and the Proxy Form are part of this Notice of Annual General Meeting.

Terms and abbreviations used in this Notice of Annual General Meeting (including in the Explanatory Statement and the Proxy Form) are defined in the Glossary (or elsewhere in the body of this Notice of Annual General Meeting).

Voting by Proxy

A Proxy Form is attached to this Notice. This is to be used by Shareholders if they wish to appoint a representative to vote in their place. Subject to any restrictions that might be imposed as a result of the COVID-19 pandemic, all Shareholders are invited to attend the Meeting or, if they are unable to attend, sign and return the Proxy Form to the Company in accordance with the instructions thereon. Lodgement of a Proxy Form will not preclude a Shareholder from attending and voting at the Meeting.

Please note that:

- a member of the Company entitled to attend and vote at the Meeting is entitled to appoint a proxy;
- a proxy need not be a member of the Company; and

- a member of the Company entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise, but where the proportion or number is not specified, each proxy may exercise half of the votes.

The Proxy Form and information in the Explanatory Statement (below) provides further details regarding the appointment of proxies and lodgement of Proxy Forms.

To be valid, your Proxy Form (and any power of attorney under which it is signed) must be received at one of the addresses given below no later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid.

By online voting: <https://investor.automic.com.au/#/loginsah>

By email: meetings@automicgroup.com.au

By fax: +61 2 8583 3040

By post: Automic
GPO Box 5193
Sydney NSW 2001

If a Shareholder appoints the Chairman as his or her proxy or the Chairman is appointed as the Shareholder's proxy by default and the Shareholder does not direct the Chairman as to how to vote, then the Proxy Form provides that the Shareholder expressly authorises the Chairman (who is a member of the Key Management Personnel) to exercise the proxy in respect of the relevant item of business, even where the Resolution in respect of an item of business is directly or indirectly connected to the remuneration of one or more members of the Key Management Personnel or is a resolution in respect of which the Chairman has a material personal interest.

Business

1. Annual Report for year ended 31 December 2023

To receive and consider the Annual Report of the Company for the year ended 31 December 2023 which includes the Financial Report of the Company, the Director's Report, the Remuneration Report and the Auditor's Report.

2. 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 2023.”

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

Voting Exclusion Statement: In accordance with Section 250R of the Corporations Act, a vote on Resolution 1 must not be cast by, or on behalf of a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report, or a Closely Related Party of such a member, whether the votes are cast as a Shareholder, proxy or in any other capacity.

However, the Company will not disregard a vote if:

- (a) It is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
- (b) It is cast by the Chair as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

3. Resolution 2 – Election of Colin Zhao

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

“That Dr Colin Zhao was appointed a Director by the Board retires in accordance with the Corporations Act 2001 and the Company's Constitution and being eligible for election, offers himself for election, and is elected as a Director.”

4. Resolution 3 – Re-election of Yuk Cheung Chan

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

“That Mr Yuk Cheung Chan, who as a Director retires by rotation in accordance with clauses 11.1.3 and 11.1.5 of the Constitution and being eligible for re-election, offers himself for re-election, is re-elected as a Director.”

5. Resolution 4 – Re-election of Kwan Chan

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

“That Mr Kwan Chan, who as a Director retires by rotation in accordance with clauses 11.1.3 and 11.1.5 of the Constitution and being eligible for re-election, offers himself for re-election, is re-elected as a Director.”

6. Resolution 5 – Re-election of Michael Siu

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

“That Mr Michael Siu, who as a Director retires by rotation in accordance with clauses 11.1.3 and 11.1.5 of the Constitution and being eligible for re-election, offers himself for re-election, is re-elected as a Director.”

7. Other Business

In accordance with section 250S(1) of the Corporations Act, Shareholders are invited to ask questions about or make comments on the management of the Company and to raise any other business which may lawfully be brought before the Annual General Meeting.

By order of the Board

Michael Siu
Director
CAQ Holdings Limited

26 April 2024

Explanatory Statement

The accompanying Explanatory Statement forms part of this Notice of Annual General Meeting and should be read in conjunction with it.

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 Annual General Meeting.

Shareholders are specifically referred to the Glossary in the Explanatory Statement which contains definitions of capitalised terms used in this Notice of Annual General Meeting and the Explanatory Statement.

Proxies

To vote by proxy, please complete and sign the enclosed Proxy Form and return by the time and in accordance with the instruction set out on the Proxy Form.

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

- each Shareholder has the right to appoint a proxy;
- the proxy need not be a Shareholder of the Company;
- a Shareholder who is entitled to cast two (2) or more votes may appoint two (2) proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the Shareholder appoints two (2) proxies and the appointment does not specify the proportion or number of the Shareholder'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 proxyholders 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;
- section 250BB(1) of the Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, if it does:
 - the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (i.e. as directed); and
 - if the proxy has two (2) or more appointments that specify different ways to vote on the resolution – the proxy must not vote on a show of hands; and
- if the proxy is the Chair of the meeting at which the resolution is voted on – the proxy must vote on a poll, and must vote that way (i.e. as directed); and
- if the proxy is not the Chair – the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (i.e. as directed).

Transfer of non-Chair Proxy to the 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.

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

By Mail	Automic Group GPO Box 5193 Sydney NSW 2001
By Email	meetings@automicgroup.com.au.
By Fax	+61 2 8583 3040

Voting Entitlements

In accordance with Regulations 7.11.37 and 7.11.38 of the Corporations Regulations, the Board has determined that a person's entitlement to vote at the Annual General Meeting will be the entitlement of that person set out in the register of Shareholders as at 5.00pm (AWST) on, 28 May 2024. Accordingly, transactions registered after that time will be disregarded in determining Shareholder's entitlement to attend and vote at the Annual General Meeting.

Regulatory Information

1. Annual Report for the year ended 31 December 2023

The Corporations Act requires the Annual Report of the Company for the year ended 31 December 2023, which includes the Financial Report of the Company, the Directors' Report, the Remuneration Report and the Auditor's Report, to be laid before the Annual General Meeting. The financial statements and reports are contained in the Annual Report. Shareholders who have elected to receive the Annual Report have been provided with a copy. The Annual Report is also available on ASX's website.

While no resolution is required in relation to this item, Shareholders will be given the opportunity to ask questions and make comments on the financial statements and reports.

2. Resolution 1 – Approval of Remuneration Report

Section 249L(2) of the Corporations Act requires a company to inform shareholders that a resolution on the Remuneration Report will be put at the Annual General Meeting. However, section 250R(3) of the Corporations Act expressly provides that the vote on this Resolution is advisory only and does not bind the Directors of the Company.

The Remuneration Report sets out the Company's remuneration arrangements for the Directors and senior management of the Company. The Remuneration Report is part of the Directors' Report contained in the Annual Report.

If at least 25% of the votes on this Resolution are voted against adoption of the Remuneration Report at the Annual General Meeting, and then again at the Company's 2023 annual general meeting, the Company will be required to put to Shareholders a resolution proposing the calling of an extraordinary general meeting to consider the appointment of the Directors ("**Spill Resolution**").

If more than 50% of Shareholders vote in favour of the Spill Resolution, the Company must convene the extraordinary general meeting ("**Spill Meeting**") within ninety (90) days. All of the Directors (other than the Chairman), 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 is approved will be the directors of the Company.

In accordance with section 250SA of the Corporations Act, the Chairman will provide a reasonable opportunity for discussion of the Remuneration Report at the Annual General Meeting.

3. Resolution 2 – Election of Dr. Colin Zhao

In accordance with clause 11.4.2 of the Constitution, any Director appointed to fill a casual vacancy or as an additional to the Board must retire from office and will be eligible for re-election at the next annual general meeting following their appointment, but that director will not be taken into account in determining the number of Directors who are to retire by rotation.

Information in respect of Dr Zhao is set out below:

Dr. Colin Zhao, aged 58, currently the President of the Digital Economy Council of the EU-China Commission. Dr. Zhao received a bachelor's degree from the School of Traditional Chinese Medicine and Surgery in 1985, and a master's degree from the Tianjin Chinese and Western Medical Integrated Research Institute in 1991. Later, in 1995, he received a doctorate degree from Tianjin University of Traditional Chinese Medicine.

Dr. Zhao emigrated to Australia in 1995 and from 1997 to 1998 he worked as a assistant professor in the Faculty of Arts at the University of Melbourne. From 1998 to 2006, Dr. Zhao served as Executive Director and the CEO of JNS Group Co. Ltd., a company incorporated in Australia, which involved multiple industries including property development, biological science and technology and food industry. From 2010 to 2011, Dr. Zhao was the CEO of Hong Kong Yufeng Capital. From 2012 to 2014, he was CEO of IDG Zhejiang Tongling Aviation Base. Between 2015 to 2020, he was the CEO of IDG Zhejiang Tongling Healthcare Base. From 2022 to 2023, he was a general partner of the China EU Fund and the Zhong Qiao Fund (QFLP).

4 Resolution 3 – Re-election of Yuk Cheung Chan

In accordance with clause 11.1.3 of the Constitution, every year one third of the Directors for the time being, or the number nearest one third must retire from office. Clause 11.1.5 provides that

the directors to retire at any annual general meeting must be those who have been longest in office since their last election. Clause 11.1.4 provides that a retiring Director is eligible for re-election.

Mr Yuk Cheung Chan retires by rotation and being eligible for re-election is offering himself for election as a Director of the Company.

Information in respect of Mr Chan is set out below:

Mr Yuk Cheung Chan has extensive experience in management and corporate affairs. Mr Chan is the President of the International Friends of the Chamber of Commerce, Chairman of the Belt and Road ASEAN Financial Development Committee of China and Chairman of the Sino-Cambodian Phnom Penh Economic Zone Management Committee. Mr Chan was also a former Director of Beijing Properties (Holdings) Limited (SEHK stock code: 925).

5 Resolution 4 – Re-election of Kwan Chan

In accordance with clause 11.4.2 of the Constitution, any Director appointed to fill a casual vacancy or as an addition to the Board must retire from office at and will be eligible for re-election at the next annual general meeting following their appointment, but that Director will not be taken into account in determining the number of Directors who are to retire by rotation.

Mr Kwan Chan has extensive experience in assets management and commercial acquisitions. Mr Chan has a Diamond Graduation Diploma from Gemmological Institute of America. He also has a Bachelor's degree in Law from the University of Leicester and a Bachelor's degree in Biomedical Sciences from the University of Essex.

6 Resolution 5 – Re-election of Michael Siu

In accordance with clause 11.1.3 of the Constitution, every year one third of the Directors for the time being, or the number nearest one third must retire from office. Clause 11.1.5 provides that the directors to retire at any annual general meeting must be those who have been longest in office since their last election. Clause 11.1.4 provides that a retiring Director is eligible for re-election.

Mr Michael Siu has extensive experience in corporate management in Asia. Mr. Siu is an Executive Director and Chief Executive Officer of Beijing Properties (Holdings) Limited, an executive director of MillenMin Ventures Inc. and an executive director of Beijing Enterprises Medical and Health Industry Group Limited (SSEHK stock code: 2389). Mr Siu is a director of Brilliant Light Holdings Limited, who is a controlling shareholder of Beijing Property (Holdings) Limited.

Mr Siu has a Bachelor's Degree in Accounting from the City University of Hong Kong and is a fellow member of the Association of Chartered Certified Accountants and the Hong Kong Institute of Certified Public Accountants. Mr Siu is also a member of the Institute of Chartered Accountants in England and Wales.

Mr Siu retires by rotation and being eligible for re-election is offering himself for election as a Director of the Company.

7 Director Recommendations

The Directors unanimously recommend that Shareholders vote in favor of all Resolutions, other than to the extent that a Director abstains from expressing an opinion or making a recommendation in the relevant Resolutions due to having a material personal interest in the Resolution.

Glossary

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

Annual General Meeting	means the 2023 annual general meeting of the Company.
Annual Report	means the annual report of the Company for the year ended 31 December 2023.
ASX	means ASX Limited (ABN 98 008 624 691) or the Australian Securities Exchange, as the context requires.
Auditor's Report	means the auditor's report of the Company located in the Annual Report.
AWST	means Australian Western Standard Time.
Board	means the board of Directors of the Company.
Chair/Chairman	means the chair of the Company, being Mr Paul Price as at the date of this Notice of Annual General Meeting.
Closely Related Party	means a closely related party of a member of Key Management Personnel as defined in Section 9 of the Corporations Act, being: <ul style="list-style-type: none">(a) a spouse or child of the member;(b) a child of that member's spouse;(c) a dependant of that member or of that member's spouse;(d) anyone else who is one of that member's family and may be expected to influence that member, or be influenced by that member, in that member's dealings with the Company;(e) a company that is controlled by that member; or(f) any other person prescribed by the Regulations.
Company	means the company, being CAQ Holdings Limited (ACN 091 687 740).
Company Secretary	means the secretary of the Company, being Mr Mark Maine as at the date of this Notice of Annual General Meeting.
Constitution	means the Constitution of the Company.
Corporations Act	means the <i>Corporations Act 2001</i> (Cth).
Corporations Regulations	means the <i>Corporations Regulations 2001</i> (Cth).
Director	means a director of the Company.
Director's Report	means the director's report of the Company located in the Annual Report.

Equity Securities	means an equity security as defined in chapter 19 of the Listing Rules.
Explanatory Statement	means the explanatory statement accompanying the Notice of Annual General Meeting.
Federal Government	means the Federal Government of Australia.
Financial Report	means the financial report of the Company located in the Annual Report.
Glossary	means this glossary section accompanying the Notice of Annual General Meeting.
Key Management Personnel	means the key management personnel of the Company as defined in Section 9 of the Corporations Act and Australian Accounting Standards Board accounting standard 124, being those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise).
Listing Rules	means the official listing rules of the ASX as amended from time to time.
Meeting ID	means the meeting identification number for the Virtual Meeting, as provided on the Proxy Form.
Notice of Annual General Meeting	means the notice convening the Annual General Meeting which accompanies this Explanatory Statement.
Options	means an option to acquire a Share in the Company.
Proxy Form	means the proxy form accompanying the Notice of Annual General Meeting.
Regulation	means a regulation from the Corporations Regulations.
Remuneration Report	means the remuneration report of the Company located in the Annual Report.
Resolution	means a resolution set out in the Notice of Annual General Meeting.
Share	means a fully paid ordinary share in the capital of the Company.
Shareholder	means a shareholder of the Company.
Share Registry	means the Company's share registry, being Advanced Share Registry Limited.
Shareholder	means a shareholder of the Company.
Shareholder ID	means the shareholder identification number for the Virtual Meeting, as provided on the Proxy Form.

Spill Meeting	means an extraordinary general meeting that must be held within ninety (90) days in circumstances where 50% or more of Shareholders vote in favour of the Spill Resolution.
Spill Resolution	means a resolution put to Shareholders proposing the calling of an extraordinary general meeting to consider the appointment of the Directors which must occur if at least 25% of the votes on a Resolution are voted against adoption of the Remuneration Report at the Annual General Meeting, and then again at the Company's next annual general meeting.
State Government	means the State Government of Western Australia.
Trading Days	means days where the ASX is open for usual trading.
Virtual Meeting	means the virtual Annual General Meeting held on the Share Registry's online meeting platform accessible at www.advancedshare.com.au/virtual-meeting .



Proxy Voting Form

If you are attending the virtual Meeting please retain this Proxy Voting Form for online Securityholder registration.

CAQ HOLDINGS LIMITED | ABN 86 091 687 740

Your proxy voting instruction must be received by **10.00am (AWST) on Tuesday, 28 May 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
Sydney NSW 2000

BY EMAIL:

meetings@automicgroup.com.au

BY FACSIMILE:

+61 2 8583 3040

All enquiries to Automic:

WEBSITE:

<https://automicgroup.com.au/>

PHONE:

1300 288 664 (Within Australia)
+61 2 9698 5414 (Overseas)

