



A2A GN LTD

ACN 621 583 882

NOTICE OF ANNUAL GENERAL MEETING EXPLANATORY STATEMENT AND PROXY FORM

Date

Tuesday, 28 May 2019

Time

11.00am (local Malaysian Time) / 1.00pm Australian Eastern Standard Time (AEST)

Venue

Lot 1205-1208, 12th Floor, Faber Tower 2, Jalan Desa Bahagia, Taman Desa, 58100, Kuala Lumpur, Malaysia.

Your vote is important

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

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 the time and in accordance with the instructions set out on the Proxy Form.

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Annual General Meeting of Shareholders of a2a GN Ltd will be held at 11.00am (local Malaysian time) / 1.00pm Australian Eastern Standard Time (AEST), on 28 May 2019 at Lot 1205-1208, 12th Floor, Faber Tower 2, Jalan Desa Bahagia, Taman Desa, 58100, Kuala Lumpur, Malaysia.

AGENDA

Annual Report

To consider and receive the Financial Report and the Reports of the Directors and Auditor for the year ended 31 December 2018.

Resolution 1. Remuneration Report

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

"That, the Remuneration Report for the year ended 31 December 2018 is adopted."

Voting Exclusion: The Company will, in accordance with the requirements of the Corporations Act, disregard any votes cast on Item 1 by or on behalf of a member of the Key Management Personnel (KMP's) named in the Company's Remuneration Report or that KMP's Closely Related Parties, unless the vote is cast by a person as proxy for a person entitled to vote in accordance with a direction on the Proxy Form.

Resolution 2. Election of Tai Shoo Loo

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

*"That **Tai Shoo Loo**, who retires in accordance with clause 19.2(b) of the Company's Constitution and, being eligible offers himself for election, is appointed a Director of the Company."*

Resolution 3. Election of Yee Mun Loo

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

*"That **Yee Mun Loo**, who retires in accordance with clause 19.2(b) of the Company's Constitution and, being eligible offers himself for election, is appointed a Director of the Company."*

Resolution 4. Election of Chong Chih

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

*"That **Chong Chih**, who retires in accordance with clause 19.2(b) of the Company's Constitution and, being eligible offers herself for election, is appointed a Director of the Company."*

Resolution 5. Election of James Stephen Barrie

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

*"That **James Stephen Barrie**, who retires in accordance with clause 19.2(b) of the Company's Constitution and, being eligible offers himself for election, is appointed a Director of the Company."*

Resolution 6. Appointment of Company Auditor

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

"That, for the purpose of section 327B(1) of the Corporations Act and for all other purposes, LNP Audit and Assurance, having been nominated by a Shareholder and having consented in writing to act in the capacity of auditor, be appointed as the auditor of the Company."

Note: A copy of the nomination is attached to the explanatory statement.

Resolution 7. Ratification of issue of 330,863 shares made to Chung Yip Chong

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

“That, for the purposes of NSX Listing Rule 6.25(1) and for all other purposes, Shareholders ratify and approve the prior issue of 330,863 Shares at A\$0.10 per Share made on 18 December 2018 to Chung Yip Chong for the purposes and on the terms and conditions as set out in the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast on this Resolution by a person who participated in the issue and any of their associates. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form or it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy form to vote as the proxy decides.

Resolution 8. Additional Placement Capacity

To consider and, if thought fit, to pass the following Resolution as special resolution:

“That, for the purposes of NSX Listing Rule 6.25(1) and for all other purposes, Shareholders approve the issue of up to 125,000,000 Shares at USD 0.12 per Share.”

Voting Exclusion: The Company will disregard any votes cast on this Resolution by a person who is expected to participate in the proposed issue and any of their associates. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form or it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy form to vote as the proxy decides.

A Proxy Form is attached to this Notice.

To be valid, properly completed forms must be received by the Company no later than 11.00am (local Malaysian time) / 1.00pm Australian Eastern Standard Time (AEST) on Sunday, 26 May 2019.

By Order of the Board

NSC

Natalie Climo
Company Secretary

The Explanatory Statement 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 Meeting.

Entitlement to Vote

The Directors have determined that the persons eligible to vote at the Annual General Meeting are those who are registered Shareholders of the Company at 5.00pm (local Malaysian time) / 7.00pm Australian Eastern Standard Time (AEST) on 26 May 2019.

Terms and abbreviations used in this Notice of Meeting are defined in the Glossary.

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 Lot 1205-1208, 12th Floor, Faber Tower 2, Jalan Desa Bahagia, Taman Desa, 58100, Kuala Lumpur, Malaysia, on 28 May 2019 at 11.00am (local Malaysian time) / 1.00pm Australian Eastern Standard Time (AEST).

The purpose of this Explanatory Statement is to provide information which the Directors believe to be material to Shareholders in deciding whether to vote for or against the Resolutions in the Notice of Meeting.

Terms used in this Explanatory Statement will, unless the context otherwise requires, have the same meaning as given to them in the Glossary as contained in this Explanatory Statement.

Resolution 1. Remuneration Report

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

The Remuneration Report sets out the Company's remuneration arrangements for 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 2018. A reasonable opportunity will be provided for discussion of the Remuneration Report at the Annual General Meeting.

Voting consequences

Under the Corporations Act, if at least 25% of the votes cast on a remuneration report resolution are voted against the adoption of the remuneration report in two consecutive annual general meetings, the company will be required to put to shareholders a resolution proposing the calling of an extraordinary general meeting to consider the appointment of directors of the company at the second annual general meeting (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 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 second annual general meeting) was approved, other than the executive directors 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 by the shareholders will be the directors of the company.

As this is the Company's first annual general meeting a Spill Resolution is not relevant for this meeting.

Voting Restrictions

Members of the Key Management Personnel and their proxies and Closely Related Parties are restricted from voting on a resolution put to Shareholders that the Remuneration Report of the Company be adopted. Key Management Personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the entity, directly or indirectly, including any Director (whether executive or otherwise) of that entity.

The voting restriction does not apply where:

- (a) The Chairman or any other member of the Key Management Personnel is appointed in writing (by a Shareholder who is not a member of the Key Management Personnel or a Closely Related Party of Key Management Personnel) as a proxy with specific instructions on how to vote on a resolution to adopt the Remuneration Report of the Company; or
- (b) the Chairman is appointed in writing (by a Shareholder who is not Key Management Personnel or a Closely Related Party of Key Management Personnel) as a proxy with no specific instructions on how to vote on a non-binding shareholder vote on remuneration, where the Shareholder provides express authorisation for the Chairman to do so.

Shareholders should be aware that any undirected proxies given to the Chairman will be cast by the Chairman and counted in favour of the Resolutions of this Meeting, including this Resolution 1, subject to compliance with the Corporations Act.

Resolution 2. Election of Tai Shoo Loo (Michael Loo)

Mr. Michael Loo, the Chairman of the Company, who was appointed as a non-executive Director on 8 September 2017, retires in accordance with clause 19.2(b) of the Company's Constitution and, being eligible, offers to stand for election as Director of the Company.

Mr. Michael Loo, has held several senior corporate positions and is the founder and president of Bio-Young (M) Sdn Bhd in Malaysia. He has over 40 years of experience in the financial, sales and marketing sectors, and has accumulated vast and invaluable hindsight in these industries.

With the arrival of the new digital era, Michael has identified an opportunity that never existed before, which helps place everyone, the privileged and the underprivileged alike, at the same starting point, that is, with equal opportunity, by capitalising on the advent of the Internet, technology advancement, sharing economy models, and the huge economic value of big data analytics, to start their quest for their life betterment through adding value to everyone.

The Directors, excluding Mr. Loo, unanimously recommend that Shareholders vote in favour of Resolution 2.

Resolution 3. Election of Yee Mun Loo

Mr. Yee Mun Loo, who was appointed as an executive Director on 8 September 2017, retires in accordance with clause 19.2(b) of the Company's Constitution and, being eligible, offers to stand for election as Director of the Company.

Yee Mun graduated from the Curtin University of Technology Australia in 1996 with a Degree in Commerce (Marketing). He is also a Microsoft Certified System Engineer and holds a Diploma in Computer Technology from Informatics College in Malaysia. Yee Mun has more than 20 years of experience in the field of business development.

He started his career as a marketing and business development executive in a corporate training industry and since then has successfully progressed his career into other major corporations including HLA Berhad. Yee Mun has a particular interest in innovative business building approach and in 2016 he founded IDS Interior Décor Bhd which is a unique B2B platform that caters to suppliers, manufacturers and distributors.

The Directors, excluding Mr. Loo, unanimously recommend that Shareholders vote in favour of Resolution 3.

Resolution 4. Election of Chih Chong (Kasey Chong)

Ms. Kasey Chong, who was appointed as an independent non-executive Director on 29 September 2017, retires in accordance with clause 19.2(b) of the Company's Constitution and, being eligible, offers to stand for election as Director of the Company.

Ms Chong graduated from University of South Australia with a degree in Management Information Systems and has well over 16 years of experience in e-Commerce.

Kasey has garnered professional certifications recognised locally and internationally including certified Scrum Master; certified in Project Management (PMPM1); certified in DiSC Trainer; and certified ITIL Service Management Foundation.

With project implementation knowledge and experience working with global teams providing consultancy and technical support to business users, Kasey joined an international Tobacco company and moved up the corporate ladder, overseeing Malaysia and Singapore technical support teams.

The Directors, excluding Ms. Chong, unanimously recommend that Shareholders vote in favour of Resolution 4.

Resolution 5. Re-election of James Stephen Barrie

Mr. James Barrie, who was appointed as an independent non-executive Director on 1 September 2018, retires in accordance with clause 19.2(b) of the Company's Constitution and, being eligible, offers to stand for election as Director of the Company.

James graduated from Queensland University with a bachelor's degree in business, Double Major in Accounting and Banking & Finance and has over 20 years' experience in entities ranging from ASX20/ASX100 through to disruptive start-ups across diverse industries including resources, pharmaceuticals, retail and technology.

James has been involved with numerous IPO's on the ASX/NSX, and has a comprehensive and trusted network of advisors, brokers, lawyers, auditors, employee share plan administrators and share registrars. He is currently a Director of Sayen Global Holdings Limited and Fernville Group Pty Ltd, and is the company secretary of Connect International Group Pty Limited.

The Directors, excluding Mr. Barrie, unanimously recommend that Shareholders vote in favour of Resolution 5.

Resolution 6. Appointment of Company Auditor

The Directors of the Company appointed Ian Hillsdon of LNP Audit and Assurance as auditor on 8 September 2017 in accordance with s327A(1) of the Corporations Act.

Under s327A(2) of the Corporations Act, an auditor appointed under s327A(1) holds office until the Company's next annual general meeting.

Resolution 6 seeks Shareholder approval for the appointment of Ian Hillsdon of LNP Audit and Assurance as the auditor of the Company.

The Company has received a nomination for Ian Hillsdon of LNP Audit and Assurance to act as its auditor. A copy of the nomination is annexed to the Explanatory Statement. The Company confirms that Ian Hillsdon of LNP Audit and Assurance has been given and not withdrawn its consent to act as auditor as at the date of the Notice.

The Directors unanimously recommend that Shareholders vote in favour of Resolution 6.

Resolution 7. Ratification of issue of 330,863 shares made to Chung Yip Chong

Approval is being sought under NSX Listing Rule 6.25(1) for the prior issue of 330,863 fully paid ordinary Shares at A\$0.10 per share. The Shares were issued to Mr Chung Yip Chong on 18 December 2018.

Subject to certain circumstances, outlined under NSX Listing Rule 6.25(2), NSX Listing Rule 6.25(1) prevents a company from issuing or agreeing to issue new securities or other securities with rights of conversion such as an option, in any twelve-month period which amount to more than 15% of the Company's ordinary securities on issue without shareholder approval.

By ratifying the issue of 330,863 Shares, the Company will retain the flexibility to issue equity securities in the future up to the 15% annual placement capacity set out in NSX Listing Rule 6.25 without the requirement to obtain prior Shareholder approval.

The issue of these Shares occurred without the prior approval of the Shareholders. The Shares issued to Mr Wong rank equally with all existing Shares on the issue.

The Directors unanimously recommend that Shareholders vote in favour of Resolution 7.

Resolution 8. Additional Placement Capacity

Approval is being sought under NSX Listing Rule 6.25(1) for the issue of up to 125,000,000 Shares.

As disclosed to shareholders on 5 April 2019, the Company is currently in the process of constituting a new 100% owned subsidiary company for the purposes of launching a Security Token Offering (**STO**). A maximum of 222,222,000 tokens is proposed to be issued, raising up to USD 15million, with up to 125,000,000 fully paid ordinary shares (**Shares**) issued at a price of USD 0.12 per share. Funds raised through the STO will be utilised for the continued development and expansion of A2A's leading e-commerce a2a platform, which is largely based on the same distributed ledger technology as the proposed STO. Shares under the STO will be progressively issued as the STO subscriptions ramp up and is anticipated to be complete within the next 6-months.

Rule 6.25(1) of the NSX Listing Rules, in conjunction with rule 2.1 of the Company's Constitution, permit the Directors to issue Shares exceeding the Company's 15% placement capacity if shareholder approval is obtained.

The Directors are seeking an additional placement capacity to permit up to 125,000,000 Shares to be issued progressively over the next 12-month period without obtaining specific shareholder approval. Shares would be issued at a price of USD 0.12 per Share, and the Shares would be issued under section 708 of the *Corporations Act 2001* without Chapter 6D disclosure.

The Shares would be issued on the same terms as, and rank equally with, all pre-existing Shares on issue. All Shares are intended to be quoted on the NSX.

None of the Shares would be issued to a related party within the meaning of the *Corporations Act 2001* without further specific shareholder approval being obtained.

If the Shares are issued within the additional placement capacity, Shareholders are at risk of economic and voting dilution. In particular, there is a risk that the Shares may be issued at a price that is at a discount to the market price for those Shares on the issue date.

The following table illustrates the potential for dilution of Shareholders if Shares are issued within the Company's additional placement capacity:

Dilution table

	None of additional placement used	50% of additional placement used	100% of additional placement used
Total shares on issue	153,918,511	216,418,511	278,918,511
Total funds raised at USD0.12/share	-	USD 7,500,000	USD 15,000,000
Percentage interest of a non-participating Shareholder holding 100,000 Shares	0.06%	0.05%	0.04%
Percentage interest of a non-participating Shareholder holding 500,000 Shares	0.32%	0.23%	0.18%
Percentage interest of a non-participating Shareholder holding 1,000,000 Shares	0.65%	0.46%	0.36%

Conversely, the Directors may decide not to proceed with the STO and hence not issue Shares within the additional placement capacity.

By arrangement with the NSX, if Resolution 8 is passed, the Company will make announcements to the market as soon as practicable after 50%, 75% and 100% of the additional placement capacity has been used. These announcements will be in addition to the usual NSX Quotation of Additional Securities announcements.

The Directors unanimously recommend that Shareholders vote in favour of Resolution 8.

GLOSSARY

"**Annual General Meeting**" means the meeting convened by the Notice of Meeting;

"**ASIC**" means the Australian Securities & Investments Commission;

"**Board**" means the board of Directors of the Company;

"**Chairman**" means chairman of the general meeting;

"**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 dependant 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 Corporation Regulations 2001 (Cth).

"**Company**" means a2a GN Ltd ACN 621 583 882;

"**Constitution**" means the Company's constitution;

"**Corporations Act**" means the *Corporations Act 2001* (Cth);

"**Corporations Regulation**" means the *Corporations Regulation 2001* (Cth)

"**Directors**" mean the current Directors of the Company;

"**Explanatory Statement**" means this Explanatory Statement as modified or varied by any supplementary Statement issued by the Company from time to time;

"**Key Management Personnel**" has the same meaning as in the accounting standards and broadly includes those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise) of the Company;

"**Management**" or "**Board**" means the management of the Company;

"**Meeting**" or "**Annual General Meeting**" means the annual general meeting convened by this Notice;

"**Notice**" or "**Notice of Meeting**" means the notice convening the annual general meeting of the Company to be held on 28 May 2019 which accompanies this Explanatory Memorandum;

"**Proxy Form**" means the proxy form that is enclosed with and forms part of this Notice;

"**Resolution**" means a resolution in the form proposed in the Notice of Meeting;

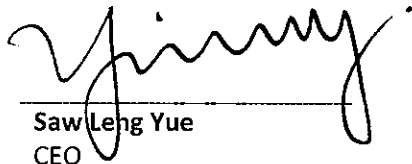
"**Share**" means a fully paid ordinary share in the capital of the Company; and

"**Shareholder**" means a registered holder of a Share in the Company.

To:
A2a GN Ltd
Level 12
225 George Street
Sydney
NSW 2000

**Notice of Nomination of Auditor in accordance with Section 328B of the Corporations Act 2001
(Cth)**

Saw Leng Yue of No.9 Jalan Seri Jalil, Seri Jalil, Bukit Jalil, 57000 Kuala Lumpur being a member of a2a GN Ltd (ACN) nominates Ian Hillsdon of LNP Audit and Assurance of Level 14, 309 Kent Street, Sydney, NSW 2000 for appointment to the position of auditor of the Company at the next annual general meeting.



Saw Leng Yue
CEO

A2a GN Ltd

Date: 25 Mar 2019