



A2A GN LTD

ACN 621 583 882

NOTICE OF GENERAL MEETING EXPLANATORY STATEMENT AND PROXY FORM

Date

Friday, 24 April 2020

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.

The Company is closely monitoring the COVID-19 situation, and details of how to attend the General Meeting online will be sent to shareholders closer to the time should the situation dictate.

Your vote is important

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

Voting in person

To vote in person, attend the 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 A GENERAL MEETING

Notice is given that a 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 24 April 2020 at Lot 1205-1208, 12th Floor, Faber Tower 2, Jalan Desa Bahagia, Taman Desa, 58100, Kuala Lumpur, Malaysia.

AGENDA

Resolution 1. Ratification of Issue of Convertible Notes and Consequential Issue of Shares to Sim Quan Seng

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 seven (7) convertible notes totalling Australian dollars \$350,000 face value entitling Sim Quan Seng to convert the convertible notes into 3,500,000 ordinary shares 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 2. Ratification of Prior Issue of 500,000 Shares made on 16 May 2019

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 500,000 Shares at A\$0.145 per Share made on 16 May 2019 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 3. Ratification of Prior Issue of 4,950,000 Shares made on 11 June 2019

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 4,950,000 Shares at A\$0.145 per Share made on 11 June 2019 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 4. Ratification of Prior Issue of 1,250,000 Shares made on 2 July 2019

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 1,250,000 Shares at A\$0.145 per Share made on 2 July 2019 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 5. Ratification of Prior Issue of 3,396,215 Shares made on 15 July 2019

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 1,800,000 Shares at A\$0.145 per Share and 1,596,215 Shares at A\$0.10 per Share, in total 3,396,215 Shares, made on 15 July 2019 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 6. Ratification of Prior Issue of 850,000 Shares made on 31 July 2019

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 850,000 Shares at A\$0.145 per Share made on 31 July 2019 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 7. Ratification of Prior Issue of 1,500,000 Shares made on 3 September 2019

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 1,500,000 Shares at A\$0.145 per Share made on 3 September 2019 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. Ratification of Prior Issue of 400,000 Shares made on 1 November 2019

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 400,000 Shares at A\$0.145 per Share made on 1 November 2019 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 9. Ratification of Prior Issue of 240,000 Shares made on 23 March 2020

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 240,000 Shares at A\$0.145 per Share made on 23 March 2020 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 would be participating 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.

Resolution 10. Ratification of Proposed Issue of 16,700,000 Shares

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 proposed issue of 16,700,000 Shares at A\$0.02164 per Share 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 would be participating 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.

Resolution 11. Contingent Resolution – Ratification of Proposed Issue of 18,382,599 Shares

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, and contingent upon shareholder approval of Resolution 1, Shareholders ratify and approve the proposed issue of 18,382,599 Shares at A\$0.02164 per Share 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 would be participating 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 Wednesday, 22 April 2020.

By Order of the Board



James Barrie

Company Secretary

The Explanatory Statement provides additional information on matters to be considered at the 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 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 22 April 2020.

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 General Meeting to be held at Lot 1205-1208, 12th Floor, Faber Tower 2, Jalan Desa Bahagia, Taman Desa, 58100, Kuala Lumpur, Malaysia, on 24 April 2020 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. Ratification of Issue of Convertible Notes and Consequential Issue of Shares to Sim Quan Seng

The Company seeks shareholder ratification pursuant to NSX Listing Rule 6.25(1) for a previous issue of convertible note, which entitles Sim Quan Seng to shares in the Company upon conversion of any of the convertible notes. NSX Listing Rule 6.25(1) provides that a Company must not, subject to certain circumstances outlined under NSX Listing Rule 6.25(2), issue or agree to issue securities during any 12-month period in excess of 15% of the number of securities on issue at the commencement of that 12-month period without shareholder approval.

By ratifying this issue, the Company will retain the flexibility to issue equity securities in the future up to the 15% annual placement capacity as set out in NSX Listing Rule 6.25(1) without the requirement to obtain prior shareholder approval.

In accordance with NSX Listing Rule 6.25(1), the following details are provided in relation to Resolution 1:

- 7 convertible notes have been issued to Sim Quan Seng;
- 4 convertible notes were issued on 25 January 2019, 3 convertible notes were issued on 15 February 2019;
- The term (maturity date) of each convertible note is 12-months from issue date, unless the convertible note holder elects to extend the term a further 12-months;
- Each convertible note was issued with a face value of A\$ 50,000 per note;
- Interest of 12% per annum applies to each convertible note, with accrued interest being capitalised on the 12-month anniversary of the issue date if the convertible note holder elects to extend the maturity;
- The convertible notes may convert to ordinary shares at a rate of A\$0.10 per share or be redeemed for cash (face value plus interest) upon notification by the convertible note holder on each 12-month anniversary or as otherwise agreed by the convertible note holder and the Company;
- The total number of shares that would be issued upon a conversion is 3,500,000, and such shares would rank *pari passu* with all other ordinary shares on issue;
- Shares issued upon conversion into ordinary shares must be allotted within 5 business days, subject to any approvals required under the NSX Listing Rules or Corporations Act 2001 (Cth);
- The convertible notes are not transferable without the written consent of the Company;
- The convertible notes do not provide for any voting rights at shareholder meetings unless and until converted into shares;
- If, before the maturity date, there is a reorganisation, reconstruction, consolidation, sub-division or bonus issue of the Company, the convertible notes shall be amended on the same basis so that each convertible note holder is treated in the same manner as the other shareholders in the Company to ensure that the value of Shares and convertible notes are not adversely affected and no convertible note holder is conferred with any additional benefits that are not also conferred on shareholders;
- The convertible notes will not be quoted on the NSX, the Company will however apply for quotation on NSX of all shares issued on conversion of the convertible notes in accordance with the NSX Listing

Rules; and

- The convertible notes issued to Sim Quan Seng will be unsecured.

The voting exclusion statement has been included in the Notice of Meeting

The directors unanimously recommend Shareholders vote in favour of Resolution 1.

Resolution 2. Ratification of Prior Issue of 500,000 Shares made on 16 May 2019

Approval is being sought under NSX Listing Rule 6.25(1) for the prior issue of 500,000 ordinary Shares at A\$0.145 per share. The Shares were issued to SAW KIAN KHOR on 16 May 2019.

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 500,000 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 SAW KIAN KHOR rank equally with all existing Shares on the issue.

The Directors unanimously recommend that Shareholders vote in favour of Resolution 2.

Resolution 3. Ratification of Prior Issue of 4,950,000 Shares made on 11 June 2019

Approval is being sought under NSX Listing Rule 6.25(1) for the prior issue of 4,950,000 ordinary Shares at A\$0.145 per share. The Shares were issued to the following investors on 11 June 2019:

No. of shares	Name of investor	Issue Price
200,000	KWANG LAN KIT	\$0.145
150,000	KWANG JONG KIT	\$0.145
1,000,000	TUANG SHEEN BOCK	\$0.145
200,000	HWUE LING LEE	\$0.145
200,000	SAW KIAN KHOR	\$0.145
100,000	CHOOI YING LEONG	\$0.145
600,000	SAW KIAN KHOR	\$0.145
100,000	YEE CHONG ONG	\$0.145
100,000	CHOON BENG KOK	\$0.145
500,000	KENG SENG SEAW	\$0.145
300,000	CHEONG HUN GOH	\$0.145
150,000	KEEGAN KAM HE SEN	\$0.145
250,000	HONG CHOO KOW	\$0.145
200,000	SONG POH TAN	\$0.145
400,000	SHANG YAO KIT	\$0.145
500,000	YUN FONG PANG	\$0.145

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 4,950,000 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 the investors listed above rank equally with all existing Shares on the issue.

The Directors unanimously recommend that Shareholders vote in favour of Resolution 3.

Resolution 4. Ratification of Prior Issue of 1,250,000 Shares made on 2 July 2019

Approval is being sought under NSX Listing Rule 6.25(1) for the prior issue of 1,250,000 ordinary Shares at A\$0.145 per share. The Shares were issued to the following investors on 2 July 2019:

No. of shares	Name of investor	Issue Price
150,000	SOO ZU TAN	\$0.145
150,000	SHANG YAO KIT	\$0.145
100,000	SONG POH TAN	\$0.145
50,000	CHOOI YING LEONG	\$0.145
200,000	HONG CHOO KNOW	\$0.145
600,000	YONG SIEW CHIE	\$0.145

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 1,250,000 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 the investors listed above rank equally with all existing Shares on the issue.

The Directors unanimously recommend that Shareholders vote in favour of Resolution 4.

Resolution 5. Ratification of Prior Issue of 3,396,215 Shares made on 15 July 2019

Approval is being sought under NSX Listing Rule 6.25(1) for the prior issue of 1,800,000 Shares at A\$0.145 per Share and 1,596,215 Shares at A\$0.10 per Share, in total 3,396,215 Shares, made on 15 July 2019. The Shares were issued to the following investors on 15 July 2019:

No. of shares	Name of investor	Issue Price
150,000	TAN SOO ZU	\$0.145
100,000	LEONG CHOOI YING	\$0.145
250,000	KIT KWANG LAN	\$0.145
700,000	SALLEH BIN HUSSEIN	\$0.145
500,000	KIT KWANG JONG	\$0.145
100,000	KIT SHANG YAO	\$0.145
1,596,215	CHAU MUN HONG	\$0.10

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 3,396,215 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 the investors listed above rank equally with all existing Shares on the issue.

The Directors unanimously recommend that Shareholders vote in favour of Resolution 5.

Resolution 6. Ratification of Prior Issue of 850,000 Shares made on 31 July 2019

Approval is being sought under NSX Listing Rule 6.25(1) for the prior issue of 850,000 ordinary Shares at A\$0.145 per share. The Shares were issued to the following investors on 31 July 2019:

No. of shares	Name of investor	Issue Price
100,000	SALLEH BIN HUSSEIN	\$0.145
450,000	KOW HONG CHOO	\$0.145
300,000	KHOR SAW KIAN	\$0.145

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 850,000 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 the investors listed above rank equally with all existing Shares on the issue.

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

Resolution 7. Ratification of Prior Issue of 1,500,000 Shares made on 3 September 2019

Approval is being sought under NSX Listing Rule 6.25(1) for the prior issue of 1,500,000 ordinary Shares at A\$0.145 per share. The Shares were issued to the following investors on 3 September 2019:

No. of shares	Name of investor	Issue Price
250,000	JASON CHELVASINGHAM N VEERASINGAM	\$0.145
250,000	MICHAEL RAJ D ANGUSTINE	\$0.145
300,000	JAMES PONNIAH JOSEPH	\$0.145
300,000	TAN SONG POH	\$0.145
200,000	KIT SHANG YAO	\$0.145
200,000	KHOR SAW KIAN	\$0.145

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 1,500,000 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 the investors listed above rank equally with all existing Shares on the issue.

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

Resolution 8. Ratification of Prior Issue of 400,000 Shares made on 1 November 2019

Approval is being sought under NSX Listing Rule 6.25(1) for the prior issue of 400,000 ordinary Shares at A\$0.145 per share. The Shares were issued to the following investors on 1 November 2019:

No. of shares	Name of investor	Issue Price
150,000	TAN SONG POH	\$0.145
250,000	KHOO SWEE LEE	\$0.145

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 400,000 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 the investors listed above rank equally with all existing Shares on the issue.

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

Resolution 9. Ratification of Prior Issue of 240,000 Shares made on 23 March 2020

Approval is being sought under NSX Listing Rule 6.25(1) for the prior issue of 240,000 ordinary Shares at A\$0.145 per share. The Shares were issued to MEI CHOO NG on 16 May 2019.

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 240,000 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 MEI CHOO NG rank equally with all existing Shares on the issue.

The Directors unanimously recommend that Shareholders vote in favour of Resolution 9.

Resolution 10. Ratification of Proposed Issue of 16,700,000 Shares

Approval is being sought under NSX Listing Rule 6.25(1) for the proposed issue of 16,700,000 ordinary Shares at A\$0.02164 per share, raising a total of A\$361,389 before costs. Subject to and following shareholder approval of this resolution, the Shares will be issued to HARVEST STAR CENTER LIMITED and an application for quotation of these shares lodged with the NSX.

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 proposed issue of 16,700,000 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.

Funds raised will be directed towards completion of the Company's flagship JomSave project.

The Shares proposed to be issued will rank equally with all existing Shares on the issue.

The Directors unanimously recommend that Shareholders vote in favour of Resolution 10.

Resolution 11. Contingent Resolution – Ratification of Proposed Issue of 18,382,599 Shares

This resolution is a Contingent Resolution, being subject to shareholder approval of Resolution 1.

Approval is being sought under NSX Listing Rule 6.25(1) for the proposed issue of 18,382,599 ordinary Shares at A\$0.02164 per share. Contingent on shareholder approval of Resolution 1 and subject to and following shareholder approval of this resolution, the Shares will be issued to the following investors and an application for quotation of these shares lodged with the NSX:

No. of shares	Name of investor	Issue Price
2,000,000	LOW LAY HAR	\$0.02164
3,000,000	SIM YUEN NEE	\$0.02164
3,000,000	SIM KOON CHUAN	\$0.02164
8,000,000	CHANG YU MIN	\$0.02164
2,382,599	SIM QUAN SENG	\$0.02164

On 19 March 2020, the Company and the holder of the convertible notes resolved to the redemption of the convertible notes, with redemption proceeds totalling A\$397,799.45, comprising principal of A\$350,000, capitalised interest for the first 12-months of A\$42,000, plus interest accrued up to 19 March 2020 of A\$5,799.45. Simultaneously, the Company and the convertible note holder resolved that the redemption proceeds be reinvested into 18,382,599 shares in the Company at a rate of A\$0.02164 per share.

By ratifying the proposed issue of 18,382,599 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 Shares proposed to be issued will rank equally with all existing Shares on the issue.

The Directors unanimously recommend that Shareholders vote in favour of Resolution 11.

GLOSSARY

"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 spouse or child of the member;
- A child of the member's spouse;
- A dependant of the member or the member's spouse;
- 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;
- A company the member controls; or
- 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;

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

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

"Notice" or "Notice of Meeting" means the notice convening the general meeting of the Company to be held on 24 April 2020 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.