

AUSTRALIA & INTERNATIONAL HOLDINGS LIMITED

ACN 009 706 414 (the 'Company')

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the annual general meeting of the members of the Company will be held at its registered office on Level 4, 24 Little Edward Street, Spring Hill QLD at 12:00 pm (AEST) on Wednesday, 18th November, 2020.

Chairman's Address

Portfolio Manager's Address

Ordinary Business

1. Accounts and Reports

To receive and consider the financial statements of the Company for the year ended 30 June 2020 and the related Directors' Report, Directors' Declaration and Auditor's Report.

2. Directors' remuneration report

To consider and, if thought fit, pass the following resolution:

'That the remuneration report of the Directors for the financial year ended 30 June 2020 be adopted.'

3. Re-election of Mr. Roger J Burrell as a Director

To consider and, if thought fit, pass the following resolution:

'That Mr. Roger J Burrell, who retires by rotation, pursuant to Rule 16 of the Company's Constitution, be re-elected as a Director of the Company'.

4. Re-election of Prof. Francis J Finn as a Director

To consider and, if thought fit, pass the following resolution:

'That Prof. Francis J Finn, who retires by rotation, pursuant to Rule 16 of the Company's Constitution, be re-elected as a Director of the Company'.

5. Election of Mr. Gregory John Vickery as a Director

To consider and, if thought fit, pass the following resolution:

'That Mr. Gregory John Vickery, having offered himself for election, pursuant to Rule 16 of the Company's Constitution, be elected as a Director of the Company'.

6. Retirement of Mr. Bernard C. Rowley as a Director

Mr. Bernard Rowley, pursuant to Rule 15 of the Company's Constitution, has provided notice in writing to the Company of his resignation as a Director, effective from close of business of this Annual General Meeting.

Proxies

A member who is entitled to attend and cast a vote at the Annual General Meeting has the right to appoint a proxy (an individual or a body corporate) who need not be a member of the Company. If the member is entitled to cast two or more votes they may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints two proxies and the appointment does not specify the proportion or number of the Member's votes each proxy may exercise, each proxy may exercise half the votes. If a member appoints two proxies, neither may vote on a show of hands.

For the appointment of a proxy to be effective, the Proxy Form, together with any authority under which the Proxy Form was executed or a certified copy of that authority must be deposited at the Company's Registered Office at Level 4, 24 Little Edward Street, Spring Hill QLD, 4000, or returned in the Reply Paid envelope to GPO Box 1398, Brisbane QLD 4001, or sent by facsimile to the Company Secretary, Australia & International Holdings Limited, on (07) 3839 6964 by 5.00 pm (AEST) on Tuesday 17th November 2020.

If a representative of either a corporate member or a proxy which is a body corporate is to attend the meeting, a certificate of appointment of the representative must be produced prior to admission to the meeting.

By Order of the Board, Brisbane, 9th September 2020

A handwritten signature in dark ink, appearing to read 'Ian F. Davey'. The signature is written in a cursive, flowing style with a large initial 'I'.

Company Secretary

EXPLANATORY MEMORANDUM FOR SHAREHOLDERS

Australia & International Holdings Limited ACN 009 706 414 (the “Company”)

Introduction

This explanatory memorandum provides information for shareholders in respect of items 1 to 6 of the Ordinary Business of the Agenda to be considered at the Annual General Meeting of the Company, to be held at Level 4, 24 Little Edward Street, Spring Hill QLD at 12:00 pm on Wednesday 18th November 2020.

The Directors believe that it is in the interests of the Company that the resolutions set out in items 2 to 5 be passed and recommend that you vote in favour of each resolution.

Ordinary Business

1. Accounts and Reports

The Corporations Act requires the Financial Statements, Directors’ Report and Declaration and Auditor’s Report to be laid before the meeting. There is no requirement in the Corporations Act or the Company’s Constitution for shareholders to vote on, approve or adopt these documents. Shareholders will have reasonable opportunity at the meeting to ask questions and make comments on these documents and on the management of the Company.

In addition to asking questions at the meeting, shareholders may address written questions to the chairman about the management of the Company or to the Company’s auditor, Liam Murphy, Partner of PKF Brisbane Audit, if the question is relevant to:

- (a) the content of the auditor’s report; or
- (b) the conduct of its audit of the annual financial report to be considered at the meeting.

Note: Under section 250PA(1) Corporations Act a shareholder must submit the question to the Company no later than the fifth business day before the day on which the AGM is held.

Written questions for the auditor must be delivered by Wednesday, 11th November 2020. Please send any written questions for Liam Murphy, Partner of PKF Brisbane Audit to the address listed in section 5 of the proxy form attached to this notice of meeting.

2. Directors’ remuneration report

Section 250R(2) of the Corporations Act 2001 requires that the section of the Directors’ Report detailing the remuneration of the Directors, the Company Secretary and Senior Executives of the Company be voted on by shareholders. This resolution is required by the Corporations Act even though no remuneration was paid to the Directors, Secretary or Senior Executives.

Whilst the resolution will be decided as if it were an ordinary resolution, under section 250R(3) of the Corporations Act 2001 the vote on this resolution is advisory only and does not bind the Directors or the Company.

The Directors recommend you vote for this resolution.

3. Re-election of Roger J Burrell as a Director

In accordance with the procedure for the election of Directors in the Constitution of the Company, Roger Burrell retires from the Board and offers himself for re-election.

The Directors recommend you vote for this resolution.

4. Re-election of Francis J Finn as a Director

In accordance with the procedure for the election of Directors in the Constitution of the Company, Francis Finn retires from the Board and offers himself for re-election.

The Directors recommend you vote for this resolution.

5. Election of Gregory J Vickery as a Director

In accordance with the procedure for the election of Directors in the Constitution of the Company, Gregory J Vickery, being eligible, offers himself for election to the Board.

Greg Vickery AO FAICD is a Senior Consultant at Norton Rose Fulbright a global law firm and is based in their Brisbane office and was for 40 years a partner of the firm. He is a company and resources lawyer with a special interest and experience in corporate governance. He has been a Red Cross volunteer for almost 50 years and has filled a variety of roles there including 8 years as National President of Australian Red Cross, 6 years on the Governing Board of the International Federation of Red Cross and Red Crescent Societies and most recently 8 years on the prestigious international Standing Commission of Red Cross & Red Crescent Societies which he had the honour to chair for 4 years and for which he was awarded the status of an Officer of the Order of Australia in 2013 for his leadership and governance of international humanitarian organisations. He was awarded the UQ Vice Chancellor's Alumni Excellence Award in 2016. He has served on the boards of several companies including at present the Blue Economy CRC Ltd. He also chairs the Advisory Board of the Griffith University Legal Futures Centre and he is the Deputy Chair of ADFAS Brisbane River. (Previous boards included the Russo Business School, Qld Energy Resources, Ergon Energy Retail, the Australian Film Finance Board and the ARC Blood Service.) He was for 10 years on the influential Federal Government body CAMAC which advised Treasury on the regulation of Companies and Markets. He was for 7 years the Indonesian Honorary Consul in Queensland (1999-2007) and is a long term member and patron of the Australian Indonesian Business Council. He was the President of the Queensland Law Society in 1990 and has served on many legal professional committees since then. He is currently the Chair of the Law Council of Australia's Business & Human Rights Committee and is also a member of the Federal Government's Modern Slavery Act Expert Advisory Group.

The Directors recommend you vote for this resolution.

6. Retirement of Bernard C Rowley as a Director

In accordance with the procedure for the resignation of Directors in the Constitution of the Company, Mr. Bernard Rowley, has provided notice of his resignation, to be effective from the close of business of this Annual General Meeting.

IMPORTANT NOTES

Voting Entitlements

The Directors have determined that the shareholding of each shareholder for the purposes of ascertaining voting entitlements for the Annual General Meeting will be as it appears in the Share Register at 5pm (AEST) on Tuesday, 17th November 2020.