

ACN 632 790 660

NOTICE OF ANNUAL GENERAL MEETING

EXPLANATORY STATEMENT

PROXY FORM

Meeting to be held at 15 McCabe Street, North Fremantle, Western Australia 6159 on Friday, 27 November 2020 at 10:00 am (AWST).

Important

This Notice and Explanatory Statement 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.

Due to the ongoing COVID-19 pandemic, the Company is taking precautions to facilitate an in-person meeting in accordance with COVID-19 restrictions. If the situation in relation to COVID-19 changes in a way affecting the ability to facilitate an in-person meeting as currently proposed, the Company will provide a further update ahead of the meeting by way of an NSX announcement on the NSX Market Announcements Platform.



AUSTRALIA SUNNY GLASS GROUP LIMITED

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of Australia Sunny Glass Group Limited (ACN 632 790 660) will be held at 15 McCabe Street, North Fremantle, Western Australia 6159 on Friday, 27 November 2020 commencing at 10:00 am (AWST).

Terms and abbreviations used in this Notice are defined in the Glossary in the Explanatory Statement attached to this Notice.

AGENDA

Financial Report - Year Ended 30 June 2020 (no resolution required)

To receive and consider the Financial Report of the Company for the year ended 30 June 2020, together with the Directors' Report and Auditor's Report.

Note: There is no requirement for Shareholders to approve these reports.

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, the Remuneration Report for the year ended 30 June 2020 be adopted."

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

Voting Prohibition Statement:

A vote on this Resolution must not be cast (in any capacity) by or on behalf of any of the following persons:

- (a) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or
- (b) a Closely Related Party of such a member.

However, a person (the voter) described above may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either:

- (a) the voter is appointed as a proxy in writing that specifies the way the proxy is to vote on this Resolution; or
- (b) expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

Resolution 2 - Re-election of Director - Ms Seok San "Susan" Tan

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

"That, Ms Susan Tan, being a director of the Company who, having been appointed on 8 April 2019, retires in accordance with clause 20.2 of the Company's Constitution and for all other purposes, and being eligible and offering herself for reelection, be re-elected as a director of the Company."

Resolution 3 - Election of Director - Mr Michael Liew

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

"That, Mr Michael Liew, being a director of the Company who, having been appointed on 1 June 2020, retires in accordance with clause 19.4 of the Company's Constitution and for all other purposes, and being eligible and offering himself for election, be elected as a director of the Company."

Resolution 4 - Election of Director - Mr Shengqiang "Sunny" Chi

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

"That, Mr Sunny Chi, being a director of the Company who, having been appointed on 7 August 2020, retires in accordance with clause 19.4 of the Company's Constitution and for all other purposes, and being eligible and offering himself for election, be elected as a director of the Company."



Resolution 5 - Approval of Appointment of Auditor

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

"That, for purposes of section 327B of the Corporations Act and for all other purposes, the firm BDO Audit (WA) Pty Ltd, of 38 Station Street, Subiaco, Western Australia 6008 (having been nominated by a member of the Company and consented in writing to act in the capacity of an auditor) be appointed as auditor of the Company in accordance with section 327B(1) of the Corporations Act."

Explanatory Statement

The accompanying Explanatory Statement forms part of this Notice and should be read in conjunction with the Notice.

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

Proxies

Please note that:

- (a) a Shareholder entitled to attend and vote at the Meeting is entitled to appoint a proxy;
- (b) a proxy need not be a member of the Company;
- (c) a Shareholder may appoint a body corporate or an individual as its proxy;
- (d) a body corporate appointed as a Shareholder's proxy may appoint an individual as its representative to exercise any of the powers that the body may exercise as the Shareholder's proxy; and
- (e) Shareholders 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.

If a Shareholder appoints a body corporate as its proxy and the body corporate wishes to appoint an individual as its representative, the body corporate should provide that person with a certificate or letter executed in accordance with the Corporations Act authorising him or her to act as that company's representative. The authority may be sent to the Company or its share registry in advance of the Meeting or handed in at the Meeting when registering as a corporate representative.

The enclosed Proxy Form provides further details on appointing proxies and lodging proxy forms. Completed Proxy Forms (together with any authority under which the proxy was signed or a certified copy of the authority) must be returned to the Company or its share registry 48 hours before the Annual General Meeting.

Voting Entitlements

For the purposes of section 1074E(2) of the Corporations Act and Regulation 7.11.37 of the *Corporations Regulations* 2001 (Cth), the Company has determined that persons eligible to vote at the meeting are those who are registered Shareholders as set out in the Company's share register 48 hours before the Meeting.

Corporate Representative

Any corporate Shareholder who has appointed a person to act as its corporate representative at the Meeting should provide that person with a certificate or letter executed in accordance with the Corporations Act authorising him or her to act as that company's representative. The authority may be sent to the Company Secretary in advance of the Meeting or handed in at the Meeting when registering as a corporate representative. An appointment of Corporate Representative form is enclosed if required.

Attorneys

If an attorney is to attend the Meting on behalf of a Shareholder, a properly executed original (or originally certified copy) of an appropriate power of attorney must be received by the Company by the deadline for the receipt of Proxy Forms, being no later than 48 hours before the Annual General Meeting.

By order of the Board

Ms Natalie Teo

Natalietu

Company Secretary

30 October 2020



EXPLANATORY STATEMENT

Introduction

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

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

This Explanatory Statement should be read in conjunction with the Notice. Capitalised terms used in this Notice and Explanatory Statement are defined in the Glossary.

Impact of COVID-19 on the Annual General Meeting

The health and safety of members and personnel, and other stakeholders, is the highest priority and the Company is acutely aware of the current circumstances resulting from COVID-19.

Based on the best information available to the Board at the time of the Notice, the Board considers it will be in a position to hold an 'in-person' meeting to provide Shareholders with a reasonable opportunity to participate and vote at the Annual General Meeting, while complying with the COVID-19 restrictions regarding gatherings. The Company, however, strongly encourages Shareholders to submit proxies prior to the Meeting.

If the situation in relation to COVID-19 were to change in a way that affects the position above, the Company will provide an update ahead of the Meeting by releasing an NSX Announcement.

Financial Statements and Report

Under the Corporations Act, the Directors of the Company must table the Financial Report, the Directors' Report and the Auditor's Report for the Company for the year ended 30 June 2020 at the Meeting (**2020 Annual Report**).

In accordance with the Constitution, the business of the Meeting will include receipt and consideration of the Financial Report of the Company. The report is available on the Company's website at https://asgg.com.au/.

There is no requirement either in the Corporations Act or the Company's Constitution for Shareholders to vote on, approve or adopt the 2020 Annual Report. Shareholders will have a reasonable opportunity at the Meeting to ask questions about or make comments on the 2020 Annual Report and on the management of the Company.

The Auditor of the Company is required to attend the Annual General Meeting and will be available to take Shareholders' questions about the conduct of the audit, the preparation and content of the Auditor's Report, the accounting policies adopted by the Company in relation to the preparation of the financial statements and the independence of the Auditor in relation to the conduct of the audit.

Resolution 1 - Adoption of Remuneration Report

General

The Remuneration Report of the Company for the financial year ended 30 June 2020 is included in the Directors' Report of the 2020 Annual Report. The Remuneration Report sets out the Company's remuneration policy and the remuneration arrangements in place for the executive Directors, specific executives and non-executive Directors.

Voting consequences

In accordance with section 250R(3) of the Corporations Act, Resolution 1 is advisory only and does not bind the Directors or the Company. If Resolution 1 is not passed, the Directors will not be required to alter any of the arrangements in the Remuneration Report.

However, under the Corporations Act, if at least 25% of the votes cast on Resolution 1 at the Annual General Meeting are against adoption of the Remuneration Report, then:

- > if comments are made on the Remuneration Report at the Annual General Meeting, the Company's Remuneration Report for the financial year ending 30 June 2020 will be required to include an explanation of the Board's proposed action in response or, if no action is proposed, the Board's reasons for this; and
- if, at the Company's 2020 annual general meeting, at least 25% of the votes cast on the Resolution for adoption of the Remuneration Report for the relevant financial year are also against its adoption, the Company will be required to put to Shareholders a resolution proposing that a general meeting (**Spill Meeting**) be called to consider the election of Directors of the Company (**Spill Resolution**). For any Spill Resolution to be passed, more than 50% of



the votes cast on the resolution must be in favour of it. If a Spill Resolution is passed, all of the Directors (other than any Managing Director) will cease to hold office immediately before the end of the Spill Meeting unless re-elected at that meeting.

As this is the Company's first annual general meeting, the Spill Resolution is not relevant for the Annual General Meeting.

Voting intention

If the Chair of the Meeting is appointed as your proxy and you have not specified the way the Chair is to vote on Resolution 1, by signing and returning the Proxy Form, you are considered to have provided the Chair with an express authorisation for the Chair to vote the proxy in accordance with the Chair's intention.

Given the material personal interests of all Directors in this Resolution, the Board makes no recommendation to Shareholders regarding Resolution 1.

Resolution 2 - Re-election of Director - Seok San "Susan" Tan

General

Clause 20.2 of the Constitution requires one-third of the directors for the time being, or if their number is not a multiple of 3, then the whole number nearest one-third, must retire from office at each annual general meeting. A retiring director may act as a director throughout the meeting at which he or she retires and at any adjournment thereof.

The director who retires by rotation under clause 20.2 above is eligible for re-election pursuant to clause 20.3 of the Constitution.

Ms Susan Tan, who was appointed on 8 April 2018, retires by rotation at this Meeting and, being eligible, offers herself for re-election.

Ms Tan holds a Diploma in Finance and has over 15 years' experience in roles in the insurance, risk management, financial planning and real estate industries in Malaysia. Ms Tan is actively involved in the not-for-profit sector in Malaysia, with roles as Government Social Worker under the Welfare Department focusing on regulatory reporting and corporate governance.

Board Recommendation

The Board (other than Ms Tan) recommends that Shareholders vote in favour of Resolution 2.

Voting intention

The Chair of the Meeting intends to vote undirected proxies in favour of Resolution 2.

Resolution 3 - Election of Director - Mr Michael Liew

General

Clause 19.4 of the Constitution provides that any director appointed to fill a casual vacancy or as an addition 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 int determining the number of directors who are to retire by rotation.

Mr Michael Liew, who was appointed on 1 June 2020, retires at this Meeting and, being eligible, offers himself for election.

Mr Liew has a degree in Information Technology and an MBA from Curtin University. For over 15 years, he held senior management positions with major Australian resource companies such as BHP Billiton Limited, Chevron Australia and Rio Tinto Limited. He was also a senior management consultant with PwC with specific focus on mining operations. Between 1999 and 2013, he was a group finance manager and senior commercial manager with Telstra Corporation with particular responsibility for investment and acquisition activities. Mr Liew has a strong grounding in corporate compliance issues and standards from his career with top-tier and ASX-listed entities.

Board Recommendation

The Board (other than Mr Liew) recommends that Shareholders vote in favour of Resolution 3.

Voting intention

The Chair of the Meeting intends to vote undirected proxies in favour of Resolution 3.



Resolution 4 - Election of Director - Shengqiang "Sunny" Chi

General

Clause 19.4 of the Constitution provides that 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 int determining the number of directors who are to retire by rotation.

Mr Sunny Chi, who was appointed on 7 August 2020, retires at this Meeting and, being eligible, offers himself for election.

Mr Chi is the founder and managing director of Sydney Sunny Glass Pty Ltd, a wholly owned subsidiary of the Company. He graduated in 1988 in Electrical Engineering Technology and Automation from the Fujian Mechanical and Electrical Technical Institution in China and has over 25 years' experience in the glass products industry, holding roles as general manager of production, planning and quality control and finally as the regional manager of sales and marketing of a glass manufacturing business listed on the Hong Kong Stock Exchange.

Board Recommendation

The Board (other than Mr Chi) recommends that Shareholders vote in favour of Resolution 4.

Voting intention

The Chair of the Meeting intends to vote undirected proxies in favour of Resolution 4.

Resolution 5 - Approval of Appointment of Auditor

General

Under section 327A of the Corporations Act, a person or firm appointed as auditor of a public company holds office until the first annual general meeting of the company, at which time the person or firm must be appointed by shareholders.

In accordance with section 328B(1) of the Corporations Act, Mr Justin Low, a Shareholder of the Company, has nominated BDO Audit (WA) Pty Ltd (**BDO Audit**) to be the Company's auditor. Under section 328B(3) of the Corporations Act, a copy of this nomination has been sent to BDO Audit and is attached to this Notice.

Board Recommendation

The Board recommends that Shareholders vote in favour of Resolution 5.

Voting intention

The Chair of the Meeting intends to vote undirected proxies in favour of Resolution 5.



Glossary

\$ means Australian dollars.

ASIC means the Australian Securities and Investments Commission.

Auditor means the auditor of the Company, BDO Audit (WA) Pty Ltd (ACN 112 284 787).

AWST means Australian Western Standard Time, being the time in Perth, Western Australia.

Board means the board of Directors.

Chair means the person appointed to chair the 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 dependent 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; a company the member controls; or
- (e) a person prescribed by the Corporations Regulations 2001 (Cth).

Company means Australia Sunny Glass Group Limited (ACN 632 790 660).

Constitution means the constitution of the Company as at the date of the Meeting.

Corporations Act means the Corporations Act 2001 (Cth).

Director means a director of the Company.

Explanatory Statement means the explanatory statement attached to the Notice.

Financial Report means the annual financial report of the Company for the year ended 30 June 2020.

Listing Rules means the NSX Listing Rules.

Meeting means the general meeting the subject of this Notice.

Notice means this notice of meeting including the Explanatory Statement.

NSX means National Stock Exchange of Australia Limited (ACN 000 902 063), including the financial market operated by it.

Proxy Form means the proxy form accompanying this Notice

Resolution means a resolution contained in the Notice.

Section means a section contained in this Explanatory Statement.

Share means a fully paid ordinary share in the capital of the Company.

Shareholder means a shareholder of the Company.

In this Notice, words importing the singular include the plural and vice versa.

The Company Secretary Australia Sunny Glass Group Limited 82 Belmont Avenue Rivervale WA 6103

Dear Sir/Madam

Re: Nomination of Auditor

I am a shareholder of Australia Sunny Glass Group Limited.

For purposes of section 328B(1) of the Corporations Act 2001 (Cth), I hereby nominate BDO Audit (WA) Pty Ltd, of 38 Station Street, Subiaco, Western Australia 6008, to be appointed as auditor of the Company at the Annual General Meeting of the Company to be held on 27 November 2020.

Yours sincerely

Mr Justin Low



selected announcements.

ONLINE PROXY APPOINTMENT ONLINE ONLINE PROXY APPOINTMENT www.advancedshare.com.au/investor-login MOBILE DEVICE PROXY APPOINTMENT

Lodge your proxy by scanning the QR code below, and enter your registered postcode. It is a fast, convenient and a secure way to lodge your vote.

	2020 ANNUAL GENERAL MEETING PROXY FORM I/We being shareholder(s) of Australia Sunny Glass Group Limited and entitled to attend and vote hereby:		
STEP 1	The Chair of the meeting OR or failing the individual(s) or body corporate(s) named, or if no individual(s) or body corporate(s) named, the Chair of the Meeting will be your proxy. or failing the individual(s) or body corporate(s) named, or if no individual(s) or body corporate(s) named, the Chair of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf, including to vote in accordance with the following directions (or, if no directions have been given, and to the extent permitted by law, as the proxy sees fit), at the Annual General Meeting of the Company to be held at 15 McCabe Street, North Fremantle, Western Australia 6159 on Friday 27 November 2020 at 10.00 am (AWST) and at any adjournment or postponement of that Meeting. Chair authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chair of the Meeting as my/our proxy (or the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Resolution 1 (except where I/we have indicated a different voting intention below) even though this resolution is connected directly or indirectly with the remuneration of a member(s) of key management personnel, which includes the Chair. I/we acknowledge the Chair of the Meeting intends to vote all undirected proxies available to them in favour of each Resolution of Business. In exceptional circumstances the Chairman may change his voting intentions on any resolution. In the event this occurs an NSX announcement will be made immediately disclosing the reasons for the change.		
STEP 2	VOTING DIRECTIONS Resolutions 1 Adoption of Remuneration Repo 2 Re-election of Director - Ms Seok 3 Election of Director - Mr Michael 4 Election of Director - Mr Shengq 5 Approval of Appointment of Aud 1 If you mark the Abstain box for a particular of a your votes will not be counted in computing	c San "Susan" Tan Liew iang "Sunny" Chi itor Resolution, you are directing your proxy not to yo	For Against Abstain*
STEP 3	SIGNATURE OF SHAREHOLDERS – THIS I Shareholder 1 (Individual) Sole Director and Sole Company Secretary This form should be signed by the sharehold the power of attorney must have been previous the form must be executed in accordance with	MUST BE COMPLETED Joint Shareholder 2 (Individual) Director/Company Secretary (Delete one) er. If a joint holding, all the shareholder shously noted by the registry or a certified copy the the company's constitution and the Corp	Joint Shareholder 3 (Individual) Director ould sign. If signed by the shareholder's attorney, y attached to this form. If executed by a company, orations Act 2001 (Cth). include meeting notifications, dividend remittance, and

HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

CHANGE OF ADDRESS

This form shows your address as it appears on Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes.

APPOINTMENT OF A PROXY

If you wish to appoint the Chair as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chair, please write that person's name in the box in Step 1. A proxy need not be a shareholder of the Company. A proxy may be an individual or a body corporate.

DEFAULT TO THE CHAIR OF THE MEETING

If you leave Step 1 blank, or if your appointed proxy does not attend the Meeting, then the proxy appointment will automatically default to the Chair of the Meeting.

VOTING DIRECTIONS – PROXY APPOINTMENT

You may direct your proxy on how to vote by placing a mark in one of the boxes opposite each resolution 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 resolution 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 a given resolution, your proxy may vote as they choose to the extent they are permitted by law. If you mark more than one box on a resolution, your vote on that resolution will be invalid.

PROXY VOTING BY KEY MANAGEMENT PERSONNEL

If you wish to appoint a Director (other than the Chair) or other member of the Company's key management personnel, or their closely related parties, as your proxy, you must specify how they should vote on Resolution 1 by marking the appropriate box. If you do not, your proxy will not be able to exercise your vote for Resolution 1.

PLEASE NOTE: If you appoint the Chair as your proxy (or if they are appointed by default) but do not direct them how to vote on a resolution (that is, you do not complete any of the boxes "For", "Against" or "Abstain" opposite that resolution), the Chair may vote as they see fit on that resolution.

APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning Advanced Share Registry Limited or you may copy this form and return them both together.

To appoint a second proxy you must:

- (a) On each Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- (b) Return both forms together.

COMPLIANCE WITH LISTING RULE 14.11

In accordance to Listing Rule 14.11, if you hold shares on behalf of another person(s) or entity/entities or you are a trustee, nominee, custodian or other fiduciary holder of the shares, you are required to ensure that the person(s) or entity/entities for which you hold the shares are not excluded from voting on resolutions where there is a voting exclusion. Listing Rule 14.11 requires you to receive written confirmation from the person or entity providing the voting instruction to you and you must vote in accordance with the instruction provided.

By lodging your proxy votes, you confirm to the company you a that you are in compliance with Listing Rule 14.11.

CORPORATE REPRESENTATIVES

If a representative of a nominated corporation is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission in accordance with the Notice of Meeting. A Corporate Representative Form may be obtained from Advanced Share Registry.

SIGNING INSTRUCTIONS ON THE PROXY FORM

ndividual:

Where the holding is in one name, the security holder must sign.

Joint Holding:

Where the holding is in more than one name, all of the security holders should sign.

Power of Attorney:

If you have not already lodged the Power of Attorney with Advanced Share Registry, please attach the original or a certified photocopy of the Power of Attorney to this form when you return it.

Companies:

Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held.

LODGE YOUR PROXY FORM

This Proxy Form (and any power of attorney under which it is signed) must be received at an address given below by 10.00 am (AWST) on 25 November 2020, being not later than 48 hours before the commencement of the Meeting. Proxy Forms received after that time will not be valid for the scheduled meeting.



ONLINE PROXY APPOINTMENT

www.advancedshare.com.au/investor-login



Advanced Share Registry Limited 110 Stirling Hwy, Nedlands WA 6009; or PO Box 1156, Nedlands WA 6909

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BY FAX

+61 8 6370 4203



BY EMAIL

admin@advanced share.com.au



IN PERSON

Advanced Share Registry Limited 110 Stirling Hwy, Nedlands WA 6009



ALL ENQUIRIES TO

Telephone: +61 8 9389 8033