



A2A GN LTD

ACN 621 583 882

NOTICE OF ANNUAL GENERAL MEETING EXPLANATORY STATEMENT AND PROXY FORM

Date

Friday, 30 July 2021

Time

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

Venue

Online, details on how shareholders can attend online will be distributed closer to the date.

Your vote is important

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

Voting in person

As the Meeting will be held online, voting in person will not apply, and you are encouraged to lodge a proxy vote beforehand.

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.

Attending Online

Shareholders wishing to attend the AGM should pre-register with the Company by emailing their name and contact details to: hello@bocsa.com.au by **no later than Monday, 26 July 2021**.

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Annual General Meeting of Shareholders of a2a GN Ltd will be held online at 11.00am (local Malaysian time) / 1.00pm Australian Eastern Standard Time (AEST), on Friday 30 July 2021.

The Chairman of a2a GN Ltd will be voting all undirected proxies in favour of all resolutions.

AGENDA

Annual Report

To consider and receive the Financial Report and the Reports of the Directors and Auditor for the year ended 31 December 2020.

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 2020 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 James Barrie

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

“That James 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.”

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, 28 July 2021.

By Order of the Board
James Barrie 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 28 July 2021.

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 online on 30 July 2021 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 2020. 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 the Remuneration Report was passed unanimously by the Company's shareholders at the 2020 AGM, 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 James Barrie

Mr. James Barrie, who was re-elected as an independent non-executive director at the Company's 2019 AGM held on 28 May 2019, 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/SSX, and has a comprehensive and trusted network of advisors, brokers, lawyers, auditors, employee share plan administrators and share registrars. He is also the Company Secretary for a2a and is currently a Director and/or Company Secretary of a number of other listed and unlisted companies, including one other listed Malaysian company.

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

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 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;

"**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 30 July 2021 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.