

# ROFINA

— GROUP LIMITED —  
(ACN 635 120 517)

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NSX RELEASE

12 November 2021

## ANNUAL GENERAL MEETING

Dear Shareholder,

**ROFINA Group Limited (NSX : 218)** wishes to advise that in accordance with the implementation of the Malaysian Government's Movement Control Order, the 2021 Annual General Meeting will be held on **Wednesday, 15 December 2021** at **11.00 am local Malaysia Time (MYT) / 2.00 pm Australia Eastern Daylight Time (AEDT)** by virtually.

Shareholders will be able to join by Zoom, vote and ask questions on the same basis as shareholders physically present at an AGM. A Notice of Meeting and Explanatory Statement is set out on the following pages.

Shareholders can register to attend the virtual Annual General Meeting and to lodge a proxy vote to the Board by emailing **publicrelation@rofinagroup.com** on or before **11.00 am (MYT), 13 December 2021**. Once your registration request is received, Zoom details will be emailed to the Shareholders.

The formal business of meeting will ask shareholder to consider a number of resolutions.

The Chairman will be voting all undirected proxies in favour of the resolutions.

For further information please contact: **publicrelation@rofinagroup.com**.



Boon Chin Soo  
Chairman

# **ROFINA**

— GROUP LIMITED —  
(ACN 635 120 517)

## **NOTICE OF ANNUAL GENERAL MEETING**

### **Date**

Wednesday, 15 December 2021

### **Time**

11.00 am local Malaysian Time (**MYT**) / 2.00 pm Australian Eastern Daylight Time (**AEDT**)

### **Venue**

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

### **Your Vote is Important**

The business of the Annual General Meeting (**AGM**) 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 in the Proxy Form.

### **Attending Online**

Shareholders wishing to attend the Annual General Meeting should pre-register with the Company by emailing their name and contact details to : [publicrelation@rofinagroup.com](mailto:publicrelation@rofinagroup.com) not later than Thursday, 9 December 2021.

## **NOTICE OF ANNUAL GENERAL MEETING**

Notice is given that the Annual General Meeting of Shareholders of Rofina Group Limited (the **Company**) will be held online at 11.00 am local Malaysian Time (**MYT**) / 2.00 pm Australian Eastern Daylight Time (**AEDT**) on Wednesday, 15 December 2021.

## **AGENDA**

### **Annual Report**

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To consider and receive the Financial Report and the Reports of the Directors and Auditor for the year ended 31 May 2021.

### **Resolution 1 : Remuneration Report**

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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 May 2021 is adopted.”*

**Voting Exclusion** : *The Company will, in accordance with the requirements of the Corporations Act, disregard any votes cast on Resolution 1 by or on behalf of a member of the Key Management Personnel (KMP) 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 Su Hian Tan**

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

*“That, Su Hian Tan, who retires in accordance with Clause 20.2 of the Company’s Constitution and, being eligible, offers herself for re-election, is appointed a Director of the Company.”*

## **PROXY FORM**

A Proxy Form is attached to this Notice.

To be valid, properly complete and sign the Proxy Form. The forms must be received by the Company not later than 11.00 am local Malaysian Time (**MYT**) / 2.00 pm Australian Eastern Daylight Time (**AEDT**) on Monday, 13 December 2021.

By Order of the Board

A handwritten signature in blue ink, appearing to read 'Boon Chin Soo', is written over a light blue circular stamp.

**Boon Chin Soo**

Chairman

*10 November 2021*

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 5.00 pm local Malaysian Time (**MYT**) / 8.00 pm Australian Eastern Daylight Time (**AEDT**) on Monday, 13 December 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 at 11.00 am local Malaysian Time (**MYT**) / 2.00 pm Australian Eastern Daylight Time (**AEDT**) Wednesday, 15 December 2021.

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 May 2021. 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, at the second annual general meeting the Company will be required to put to Shareholders a resolution proposing the calling of a further general meeting to consider the appointment of Directors of the Company (Spill Resolution).

If more than 50% of Shareholders vote in favour of the Spill Resolution, the Company must convene a further general meeting (Spill Meeting) within 90 days of the second annual general meeting. All 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 any Managing Director 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 Reports as passed unanimously by the Company shareholders at the 2020 AGM, A Spill Resolution is not relevant for this meeting.

## **Voting Restriction**

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. 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 Resolution 1, subject to compliance with the Corporations Act.

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 Su Hian Tan**

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Su Hian Tan, appointed on 26 July 2019, is a non-executive and independent Director of the Company. Ms. Tan works with ABBA Group in Sydney as Business Adviser in business broking, mergers and acquisition and was the Business Development Consultant for Ability Options, a not-for-profit organization in Sydney. She was the Chief Executive Officer for Hokay Fitness & Ice Sports Group of Companies in Beijing.

She is a proven and highly motivated multi-lingual board level business development and change management professional with over 20 years of international experience working in the health, wellness, sports and recreation industries. She has a good record of consistently delivering successful turn-key projects, with ownership of concept-design and pre-opening consultancy through to project management and implementation. She has achieved these outcomes through both line and functional management roles. Most recently, these projects have included successfully managing complex contracts in the merger & acquisition of chains of companies in the Asia Pacific region.

**The Directors, excluding Su Hian Tan, unanimously recommend that Shareholders vote in favour of Resolution 2.**

## **GLOSSARY**

**Annual General Meeting** or **Meetings** means the meeting convened by the Notice of Meeting

**ASIC** means the Australia Securities & Investments Commission

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

**Chairman** means chairman of the Annual 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; of
- (f) A person prescribed by the Corporations Regulations

**Company** means Rofina Group Limited (ACN 635 120 517)

**Constitution** means the Company's constitution

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

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

**Directors** means 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

**Notice** or **Notice of Meeting** means the notice convening the Annual General Meeting of the Company to be held on Wednesday, 15 December 2021 which accompanies this Explanatory Memorandum

**NSX A Listing Rules** means Listing Rule of the National Stock Exchange of Australia

**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

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

# ROFINA

— GROUP LIMITED —  
(ACN 635 120 517)

[insert shareholder details]

## YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 11.00 am local Malaysia Time (MYT) / 2:00 pm Australia Eastern Daylight Time (AEDT) on Monday, 13 December 2021.**

### TO VOTE BY COMPLETING THE PROXY FORM

#### STEP 1 APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

If you wish to appoint the Chair of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chair of the Meeting as your proxy please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chair of the Meeting will be your proxy. A proxy need not be a securityholder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

##### Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by contacting the company's securities registry or you may copy this form.

To appoint a second proxy you must:

- (a) complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of securities 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.
- (b) return both forms together in the same envelope.

#### STEP 2 VOTING DIRECTIONS TO YOUR PROXY

To direct your proxy how to vote, mark one of the boxes opposite each item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of securities are to be voted on any item by inserting the percentage or number that you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses. If you mark more than one box on an item for all your securities your vote on that item will be invalid.

##### Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the company's securities registry.

#### STEP 3 SIGN THE FORM

The form **must** be signed as follows:

**Individual:** This form is to be signed by the securityholder.

**Joint Holding:** where the holding is in more than one name, all the securityholders should sign.

**Power of Attorney:** to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

**Companies:** this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form should be signed by that person. **Please indicate the office held by signing in the appropriate place.**

#### STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by **11.00 am local Malaysia Time (MYT) / 2:00pm Australia Eastern Daylight Time (AEDT) on Monday, 13 December 2021.** Any Proxy Form received after that time will not be valid for the scheduled meeting.

**In light of Covid-19, this AGM will be held online, and we encourage shareholders to lodge their Proxy Form to ensure your vote counts.**



**By Email**

[publicrelation@rofinagroup.com](mailto:publicrelation@rofinagroup.com)



**By Mail**

Rofina Marketing (M) Sdn Bhd, Pine Valley Business Center, 22 & 22 A, Lebuhraya, 11, 11060 Paya Terubong, Penang, Malaysia



**Online**

[Click Here](#)

#### Attending the Meeting

Please RSVP your details to attend online by emailing your details to [publicrelation@rofinagroup.com](mailto:publicrelation@rofinagroup.com)



☐

**Your Address**

This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction in the space to the left. Securityholders sponsored by a broker should advise their broker of any changes.

**Please note, you cannot change ownership of your securities using this form.**

**PROXY FORM**

**STEP 1 APPOINT A PROXY**

I/We being a member/s of **Rofina Group Limited** (Company) and entitled to attend and vote hereby appoint:

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the **Chair of the Meeting** (mark box)

**OR** if you are **NOT** appointing the Chair of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered securityholder) you are appointing as your proxy below

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the Annual General Meeting of the Company to be held **Online on Wednesday, 15 December 2021 at 11.00 am local Malaysian Time (MYT) / 2.00 pm Australian Eastern Standard Time (AEDT)** and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

Chair of the Meeting authorised to exercise undirected proxies on remuneration related matters: If I/we have appointed the Chair of the Meeting as my/our proxy or the Chair of the Meeting becomes my/our proxy by default and I/we have not directed my/our proxy how to vote in respect of Resolution 1 I/we expressly authorise the Chair of the Meeting to exercise my/our proxy in respect of this Resolution even though Resolution 1 is connected with the remuneration of a member of the key management personnel for the Company.

The Chair of the Meeting will vote all undirected proxies in favour of all Items of business (including Resolution 1). If you wish to appoint the Chair of the Meeting as your proxy with a direction to vote against, or to abstain from voting on an item, you must provide a direction by marking the 'Against' or 'Abstain' box opposite that resolution.

**STEP 2 VOTING DIRECTIONS**

\* If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your vote will not be counted in calculating the required majority if a poll is called.

		For	Against	Abstain*
<b>Resolution 1</b>	<b>Remuneration Report</b>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Resolution 2</b>	<b>Election of Su Hian Tan</b>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**STEP 3 SIGNATURE OF SECURITYHOLDERS**

This form must be signed to enable your directions to be implemented.

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director / Company Secretary

Contact Name.....

Contact Daytime Telephone.....

Date / / 2021