

ROFINA

— GROUP LIMITED —
(ACN 635 120 517)

NSX RELEASE

28 September 2022

ANNUAL GENERAL MEETING 2022

Dear Shareholder,

ROFINA Group Limited (CAN 635 120 517) wishes to advise that in the Annual General Meeting 2022 will be held on **Friday, 28 October 2022** at **12.00 pm 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 **12.00 pm (MYT), 26 October 2022**. 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 favor of the resolutions.

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



Boon Chin Soo
Chairman

ROFINA

— GROUP LIMITED —
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NOTICE OF ANNUAL GENERAL MEETING 2022

EXPLANATORY STATEMENT

PROXY FORM

Date

Friday, 28 October 2022

Time

12.00 pm local Malaysian Time (MYT) / 2.00 pm Australian Eastern Daylight Time (AEDT)

Venue

Virtually, via Zoom

Your Vote is Important

The business of the Annual General Meeting 2022 affects your shareholding, and your vote is important.

Voting by Proxy

To vote by Proxy, please complete and sign the enclosed Proxy Form and return by the date and time, and in accordance with the instructions set out in the Proxy Form.

Attending Online

Shareholders wishing to attend the Annual General Meeting 2022 should pre-register with the Company by emailing their name and contact details to : publicrelation@rofinagroup.com not later than Wednesday, 26 October 2022.

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NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Annual General Meeting 2022 of Shareholders of Rofina Group Limited (the Company) will be held virtually at 12.00 pm (MYT) / 2.00 pm (AEDT) on Friday, 28 October 2022 for the purpose of transaction the following business :-

AGENDA

Annual Report

To consider and receive the Financial Report and the Reports of the Directors and Auditor for the year ended 31 May 2022.

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 May 2022 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 : Re-election of Jacky Tran

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

“That, Jacky Tran, who retires in accordance with Clause 20.2 of the Company’s Constitution and, being eligible, offers himself for re-election, is appointed a Director of the Company.”

Resolution 3 : Re-election of Chor Keat Ewe

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

“That, Chor Keat Ewe, who retires in accordance with Clause 20.2 of the Company’s Constitution and, being eligible, offers himself for re-election, is appointed a Director of the Company.”

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EXPLANATORY STATEMENT

This Explanatory Statement has been prepared for the information of Shareholders in connection with the business to be conducted at 12.00 pm local Malaysian Time (MYT) / 2.00 pm Australian Eastern Daylight Time (AEDT) **Friday, 28 October 2022**.

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 2022. 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.

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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 2021 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.

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Resolution 2 : Re-election of Jacky Tran

Jacky Tran Cheung, appointed on 20 September 2019, is a non-executive and independent Director of the Company. He graduated from the University of Technology Sydney with a Masters in Operations Management and earned his Bachelor of Commerce from the University of New South Wales. He also has Diploma in Financial Planning from Traineeship Management Australia.

Jacky Tran is a member of Justice of the Peace (JP) appointed by the NSW Government and holds an Australia Credit Licence given by the Australian Securities & Investment Commission (ASIC).

He is currently the Managing Director of Capital Link Pty Ltd and Executive Operations Director of Banc Group Pty Ltd. Mr. Cheung is also the founding member and director of the two companies having businesses in financial advisory and property development. He has led several teams as a specialist in strategies, structuring, and operations in all areas of business and project management. He has worked with some of the largest financial institutions in Australia including NAB, Commonwealth Bank and Westpac.

The Directors, excluding Jacky Tran, unanimously recommend that Shareholders vote in favour of Resolution 2.

Resolution 3 : Re-election of Chor Keat Ewe

Chor Keat Ewe, appointed on 20 September 2019, is a non-executive and independent Director of the Company. He is a graduate from Deakin University, Australia with a degree in Bachelor of Commerce, majoring in Accounting and Finance.

Mr. Ewe is a member of the Malaysia Institute of Accountants (MIA) for more than 10 years. He began his career at Aljeffridean Chartered Accountants, and since then has progressed to Deloitte Malaysia. He is at present the partner of Sincere Commercial Service, an accounting firm in Penang.

The Directors, excluding Chor Keat Ewe, unanimously recommend that Shareholders vote in favour of Resolution 3.

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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) – NSX : 218

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 Friday, 28 October 2022 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

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PROXY FORM

A Proxy Form is attached.

To be valid, properly complete and sign the Proxy Form. The forms must be received by the Company not later than **12.00 pm (MYT) / 2.00 pm (AEDT) on Wednesday, 26 October 2022.**

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 (MYT) / 8.00 pm (AEDT) on Wednesday, 26 October 2022.

Terms and abbreviations used in this Notice of Meeting are defined in the Glossary.

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.

By Order of the Board,

A handwritten signature in dark ink, appearing to be 'Boon Chin Soo', written in a cursive style.

Boon Chin Soo
Chairman