



17 July 2023

Dear Shareholder

SMART AUTO AUSTRALIA LIMITED – UPCOMING ANNUAL GENERAL MEETING OF SHAREHOLDERS

Smart Auto Australia Limited is convening an Annual General Meeting of shareholders to be held on **21 August 2023 at 1:00pm (AEST)** at:

Level 12, 141 Walker Street, North Sydney NSW 2060

AND

Unit No.1, 8/F Fu Hang Industrial Building No. 1 Hok Yuen Street East, Hung Hom, Kowloon Hong Kong

(Meeting).

In accordance with the Corporations Act, the Company is not sending hard copies of the Notice of Meeting to Shareholders. The Notice of Meeting can be viewed and downloaded from this website link: <https://www.nsga.com.au> or the Company's website - <https://www.smartautoltd.com/announcements/>

You may vote by attending the Meeting in person, by proxy, or by appointing an authorised representative.

Voting in Person

To vote in person, attend the Meeting on the date and at one of the places set out above. If possible, Shareholders are asked to arrive at the venue 15 minutes prior to the time designated for the Meeting, so that the Company may check the Shareholders' holding against the Company's share register and note attendance.

Voting by Proxy

Appointment of Proxy: Shareholders who are entitled to attend and vote at the Meeting, may appoint a proxy to act generally at the Meeting and to vote on their behalf. The proxy does not need to be a Shareholder.

A Shareholder that is entitled to cast two or more votes may appoint two proxies and should specify the proportion of votes each proxy is entitled to exercise. If a Shareholder appoints two proxies, each proxy may exercise half of the Shareholder's votes if no proportion or number of votes is specified.

Voting by proxy: A Shareholder can direct its proxy to vote for, against or abstain from voting on each Resolution by marking the appropriate box in the voting directions to your proxy section of the Proxy Form. If a proxy holder votes, they must cast all votes as directed. Any directed proxies that are not voted will automatically default to the Chairman, who must vote the proxies as directed in the Proxy Form.

Proxy Forms must be received by **1:00pm (AEST) on 19 August 2023.**



Smart Auto Australia Limited

Details on how to lodge your Proxy Form can be found on the enclosed Proxy Form. If you have any questions about your Proxy Form, please contact the Company Secretary by telephone at +61 414 906 611.

The Company will advise via an NSX announcement as to any changes to the upcoming Annual General Meeting of shareholders.

The Notice is important and should be read in its entirety. If you are in doubt as to the course of action you should follow, you should consult your financial adviser, lawyer, accountant or other professional adviser.

Yours faithfully

Gregory Starr
Director and Company Secretary
Smart Auto Australia Limited

SMART AUTO AUSTRALIA LIMITED
ACN 644 257 465
NOTICE OF 2023 ANNUAL GENERAL MEETING

Notice is given that the 2023 Annual General Meeting of the members of Smart Auto Australia Limited (**SAL or Company**) will be held at the following venues:

Level 12, 141 Walker Street, North Sydney NSW 2060

AND

Unit No.1, 8/F Fu Hang Industrial Building No. 1 Hok Yuen Street East, Hung Hom, Kowloon, Hong Kong

at 1:00pm (Sydney time) on Monday, 21 August 2023 (**Meeting**).

Following the success of the 2022 Annual General Meeting of shareholders that were held physically at two venues, the Board has made the decision to hold this year's Meeting in a similar manner. If any changes are required, the Company will advise shareholders by way of an announcement on the NSX website at www.nsx.com.au. The Company strongly encourages all shareholders to check the Company's announcements at www.nsx.com.au regularly prior to the Meeting. Please see page 5 for details outlining the process which Shareholders should follow to participate in the Annual General Meeting.

In accordance with the Corporations Act, the Company will not be mailing physical copies of this Notice of Meeting to Shareholders, and instead this Notice of Meeting will be sent electronically to Shareholders where the Company has a record of their email address, or will otherwise be made available to Shareholders where the Company does not have a record of their email address through a URL set out in a Letter sent to them by mail. Please see page 5 for further details regarding the despatch of this Notice of Meeting to Shareholders. The Notice of Meeting can be viewed and downloaded from this website link: www.nsx.com.au

If you are unable to attend the Meeting, you may appoint a proxy to vote for you at the meeting by completing the enclosed Proxy Form. Alternatively, you are invited to vote online at:
<https://www.advancedshare.com.au/investor-login>

The Company is committed to minimising paper usage and encourage all Shareholders to make the switch to paperless communication and provide us with your email address. To make the change, go to <https://www.advancedshare.com.au/investor-login> and follow the prompts. Shareholder documents are always available to access on the Company's website and the NSX platform.

The Explanatory Memorandum to this Notice of Meeting provides additional information on matters to be considered at the 2023 Annual General Meeting. The Explanatory Memorandum forms part of this Notice of Meeting.

Certain terms and abbreviations used in this Notice of Meeting and Explanatory are defined in the Glossary of the Explanatory Memorandum.

ORDINARY BUSINESS

FINANCIAL REPORT

To receive and consider the Annual Financial Statements, the Directors' Report and Audit Report of the Company and its Controlled Entities for the financial period ended 31 March 2023.

To consider, and if thought fit, to pass with or without modification, the following resolutions.

1. RESOLUTION 1 – REMUNERATION REPORT

To consider and, if thought fit, to pass the following non-binding ordinary resolution:

- 1.1 *'That the Remuneration Report contained in the Annual Report for the financial year ended 31 March 2023 be adopted.'*
- 1.2 Note: the vote on this Resolution 1 is advisory only and does not bind the Directors or the Company. Shareholders are encouraged to read the Explanatory Memorandum for further details on the consequences of voting on this Resolution 1.

Voting Exclusion Statement

Pursuant to section 250R of the Corporations Act, a vote must not be cast, and the Company will disregard any votes cast (in any capacity) on Resolution 1, by or on behalf of:

- (a) A member of the Key Management Personnel (KMP), details of whose remuneration are included in the Remuneration Report for the year ended 31 March 2023; or
- (b) a Closely Related Party of a KMP.

However, a person described above may cast a vote on Resolution 1 if it is not cast on behalf of a person described above and either:

- (a) the proxy is appointed by writing that specifies how the proxy is to vote on the resolution proposed in Resolution 1; or
- (b) the chairman of the meeting is appointed as proxy and the appointment of the chairman does not specify the way in which the chairman is to vote and expressly authorises the chairman to exercise the proxy even though the resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

Please note, in accordance with sections 250R(4) and 250R(5) of the Corporations Act, the chairman will not vote any undirected proxies in relation to Resolution 1 unless the shareholder expressly authorises the chairman to vote in accordance with the chairman's stated voting intentions. Please note that if the chairman of the meeting is your proxy (or becomes your proxy by default), by completing the attached proxy form, you will expressly authorise the chair to exercise your proxy on Resolution 1 even though it is connected directly or indirectly with the remuneration of a member of Key Management Personnel for the Company, which includes the chairman.

If you appoint the chairman as your proxy, you can direct the chairman to vote for or against or abstain from voting on Resolution 1 by marking the appropriate box on the proxy form.

2. RESOLUTION 2 – ELECTION OF DIRECTOR – MR MICHAEL PIXLEY

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

‘That, for the purpose of clause 14.2 of the Constitution of the Company and for all other purposes, Mr Michael Pixley who retires, and being eligible, is elected as a Director.’

3. RESOLUTION 3 – ELECTION OF DIRECTOR – MR GREGORY STARR

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

‘That, for the purpose of clause 14.2 of the Constitution of the Company and for all other purposes, Mr Gregory Starr who retires, and being eligible, is elected as a Director.’

4. RESOLUTION 4 – RATIFICATION OF PRIOR ISSUE OF 22,923,272 MADE ON 4 OCTOBER 2022

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

‘That, for the purposes of NSX Listing Rule 6.25(1) and for all other purposes, Shareholders ratify and approve the prior issue of 22,923,272 Shares at A\$0.11 per Share made on 4 October 2022 for the purposes and on the terms and conditions as set out in the Explanatory Memorandum.’

Voting Exclusion Statement

The Company will disregard any votes cast in favour of the resolution by or on behalf of:

- the named person or class of persons excluded from voting as set out below; or
- an associate of that person or those persons.

However, this does not apply to a vote cast in favour of a resolution by:

- a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way

The Company will disregard votes cast by:
a person who participated in the issue and any of their associates;
a person whose votes, in NSX’s opinion, should be disregarded.

EXPLANATORY MEMORANDUM

An Explanatory Memorandum in respect of the Resolutions set out above is **enclosed** with this Notice of Meeting. Expressions defined in the Explanatory Memorandum have the same meaning when used in this Notice of Meeting.

By Order of the Board



Gregory Starr

Director and Company Secretary
17 July 2023

DISPATCH OF NOTICE OF MEETING

In accordance with the Corporations Act, the Company will not be mailing physical copies of this Notice of Meeting to Shareholders. This Notice of Meeting will be despatched to Shareholders in the following manner:

- If the Share Registry has a record of a Shareholders email address, the Company will send an email to that Shareholder which will contain this Notice of Meeting; or
- If the Share Registry does not have a record of a Shareholders email address, the Company will mail a letter to that Shareholder's registered address, containing a URL website address by which that Shareholder can access and download a copy of this Notice of Meeting electronically.

VOTING ENTITLEMENTS

In accordance with section 1074E(2)(g) of the Corporations Act and regulation 7.11.37 of the Corporations Regulations 2001 (Cth), persons holding shares at 1:00pm (Sydney time) on Saturday, 19 August 2023 will be treated as Shareholders. This means that if you are not the registered holder of a relevant Share at that time you will not be entitled to attend and vote in respect of that Share at the meeting.

PROXIES

A Shareholder who is entitled to attend and vote at the General Meeting may appoint up to two proxies to attend and vote on behalf of that Shareholder. A Proxy Form is included with this Notice. If you require an additional Proxy Form, please contact Advanced Share Registry.

If a Shareholder appoints two proxies, the appointment of the proxies may specify the proportion or the number of that Shareholder's votes that each proxy may exercise. If the appointment does not specify, each proxy may exercise half of the votes. Fractions of votes will be disregarded. The Proxy Form must be signed by the Shareholder or their duly appointed attorney, or in the case of a body corporate, executed in accordance with the corporation's constitution, or signed by a duly authorised officer or attorney. A proxy need not be a Shareholder of the Company.

To be effective, the Company must receive the completed Proxy Form signed by the Shareholder and, if the form is signed by the Shareholder's attorney or authorised officer of a corporation, the authority under which the Proxy Form is signed (or a certified copy of the authority) by no later than 1:00pm (Sydney time) on Saturday 19 August 2023 by post or fax to the Company's share registrar, Advanced Share Registry, as listed below.

BY MAIL:	BY FAX:
Smart Auto Australia Limited C/- Advanced Share Registry 110 Stirling Highway, Nedlands WA 6009	Smart Auto Australia Limited C/- Advanced Share Registry Fax: +61 8 6370 4203

BODY CORPORATE REPRESENTATIVES

- A corporation, by resolution of its directors, may authorise a person to act as its representative to vote at the meeting.
- A representative appointed by a corporation may be entitled to execute the same powers on behalf of the corporation as the corporation could exercise if it were an individual shareholder of the Company.

- To evidence the authorisation, either a certificate of body corporate representative executed by the corporation or under the hand of its attorney or an equivalent document evidencing the appointment will be required.
- The certificate or equivalent document must be produced prior to the meeting.

VOTING BY PROXIES

Where more than one proxy is appointed, neither proxy is entitled to vote on a show of hands. A proxy may decide whether to vote on any motion, except where the proxy is required by law or the constitution to vote, or abstain from voting, in their capacity as proxy. If a proxy is directed how to vote on an item of business, the proxy may vote on that item only in accordance with the direction. If a proxy is not directed how to vote on an item of business, the proxy may vote as he or she thinks fit. If a proxy abstains from voting and the directions on the proxy require that person to vote, the votes not exercised by the proxy will be given to the Chairman to vote in accordance with the directions on the Proxy Form.

Subject to the statement below, if a Shareholder appoints the Chairman of the General Meeting as the Shareholder's proxy and does not specify how the Chairman is to vote on an item of business, the Chairman will vote, as proxy for that Shareholder, in favour of that item on a poll.

Please read the directions on the Proxy Form carefully, especially if you intend to appoint the Chairman of the General Meeting as your proxy.

UNDIRECTED PROXIES

The Chairman will vote undirected proxies in favour of all resolutions on the agenda for the General Meeting. The Company recommends that Shareholders who submit proxies should consider giving 'how to vote' directions to their proxyholder on each Resolution.

If you complete a proxy form that authorises the Chairman to vote on your behalf as proxyholder, and you do not mark any of the boxes so as to give him directions about how your vote should be cast, you will be expressly authorising the chair to exercise your proxy in accordance the Chairman's stated voting intention on all resolutions even if the resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

If you wish to appoint the Chairman as your proxyholder but you do not want to put him in the position to cast your votes in accordance with Chairman's stated voting intention, you can direct the Chairman by completing the appropriate box on the Proxy Form, to vote for, against or abstain from voting on the Resolutions.

SHAREHOLDER COMMUNICATIONS

Shareholders may elect to receive certain documents including annual reports and notice of meetings (proxy/voting forms) as follows:

- i. You can make a standing election to receive the documents in physical or electronic form;
- ii. You can make a one-off request to receive a document in physical or electronic form; or
- iii. You can tell us if you do not want to receive a hard-copy of the Annual Report.

The Company is committed to minimising paper usage and encourage all Shareholders to make the switch to paperless communications and provide us with your email address. To make the change, go to <https://www.advancedshare.com.au/investor-login> and follow the prompts. Shareholder documents are always available to access on our website and the NSX Platform.

SMART AUTO AUSTRALIA LIMITED

ACN 644 257 465

EXPLANATORY MEMORANDUM

1. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

1.1 General

Section 250R(2) of the Corporations Act requires the Company to put to its Shareholders a resolution that the Remuneration Report as disclosed in the Company's Annual Report be adopted. The Remuneration Report is set out in the Company's Statutory Annual Report and is also available on the Company's website <https://www.smartautoltd.com/>.

The vote on Resolution 1 is advisory only and does not bind the Directors or the Company. However, the Board will take the outcome of the vote into consideration when reviewing the remuneration practices and policies of the Company.

However, if at least 25% of the votes cast are against adoption of the Remuneration Report at two consecutive annual general meetings (with a 25% or more vote "against" commonly referred to as a "first strike" or "second strike"), the Company will be required to put a resolution to the Annual General Meeting (Spill Resolution), to approve calling a general meeting (Spill Meeting). If more than 50% of Shareholders vote in favour of the Spill Resolution, the Company must then convene a Spill Meeting within 90 days of the second Annual General Meeting. All of the Directors who were in office when the applicable Directors' Report was approved, other than the Managing Director, will need to stand for re-election at the Spill Meeting if they wish to continue as Directors.

At the Company's 2022 annual general meeting a "first strike" was **not** recorded against the Company's Remuneration Report. Accordingly, if at least 25% of the votes cast on Resolution 1 are against adoption of the Remuneration Report it will not result in the Company putting a Spill Resolution to Shareholders.

The Remuneration Report explains the Board policies in relation to the nature and level of remuneration paid to Directors, sets out remuneration details for each Director and any service agreements and sets out the details of any equity-based compensation.

The Chair will give Shareholders a reasonable opportunity to ask questions about, or make comments on, the Remuneration Report.

1.2 Voting

Note that a voting exclusion applies to Resolution 1 in the terms set out in the Notice of Meeting. In particular, the Directors and other Restricted Voters may not vote on this Resolution and may not cast a vote as proxy, unless the appointment gives a direction on how to vote or the proxy is given to the Chair and expressly authorises the Chair to exercise your proxy, even if the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel. The Chair intends to use any such proxies to vote in favour of the Resolution.

Shareholders are urged to carefully read the Proxy Form and provide a direction to the proxy on how to vote on this Resolution.

1.3 Board Recommendation

The Board recommends that you vote in favour of this Resolution.

2. RESOLUTION 2 – ELECTION OF DIRECTOR – MR MICHAEL PIXLEY

2.1 General

Clause 14.2 of the Constitution requires that a third (or the number of Directors nearest to one third) of the Directors must retire at each annual general meeting. The Directors to retire at an annual general meeting are those who have been longest in office since their last election. In determining the number of Directors to retire, a Director appointed by the Board, or a Managing Director, is not taken into account. A Director who retires by rotation under the Constitution is eligible for re-election.

Mr Michael Pixley was appointed as a Director on 28 October 2020. Therefore, pursuant to the Constitution, Mr Pixley retires by rotation at this Meeting, and being eligible, seeks election at this Annual General Meeting.

2.2 Qualifications

Mr Pixley has 35 years' merchant banking experience in Australia and Asian regions across a broad range of industries. Mr Pixley is a non-executive director of Refresh Group Ltd (ASX:RGP), Credit Intelligence Limited (ASX:CI1) and is a founding director of Story-I Ltd (ASX:SRY). Mr Pixley has a Bachelor of Business Management from Curtin University, Perth, Western Australia.

2.3 Board Recommendation

The Board (with Mr Michael Pixley abstaining) recommends that you vote in favour of this Resolution.

3. RESOLUTION 3 – ELECTION OF DIRECTOR – MR GREGORY STARR

3.1 General

Clause 14.2 of the Constitution requires that a third (or the number of Directors nearest to one third) of the Directors must retire at each annual general meeting. The Directors to retire at an annual general meeting are those who have been longest in office since their last election. In determining the number of Directors to retire, a Director appointed by the board, or a Managing Director, is not taken into account. A Director who retires by rotation under the Constitution is eligible for re-election.

Mr Starr was appointed as a Director on 28 October 2020. Therefore, pursuant to the Constitution, Mr Starr retires by rotation at this Meeting, and being eligible, seeks election at this Annual General Meeting.

3.2 Qualifications

Mr Starr is a CPA and an experienced public company non-executive and executive director and Company Secretary. He has been involved in many IPO's, mergers and acquisitions and debt and company restructures over the past 30 years.

In the past 3 years, Mr Starr had held executive and non-executive board positions in ASX listed companies, Diatrema Resources Limited (ASX:DRX), BIR Financial Limited (ASX:BIR), and Candy Club Holdings Limited (ASX:CLB).

Mr Starr brings significant corporate governance and investor relations experience in ASX, NSX, TSX and SSX listed companies to the Board.

3.3 Board Recommendation

The Board (with Mr Gregory Starr abstaining) recommends that you vote in favour of this Resolution.

4. RESOLUTION 4 – RATIFICATION OF PRIOR ISSUE OF 22,923,272 SHARES MADE ON 4 OCTOBER 2022

4.1 Background

On 4 October 2022, Smart Auto Australia Limited announced that the Company's wholly owned subsidiary, Grand Tour Bus Services Limited ("GTB") had entered into an agreement with an independent third party, Global Car Rental Company Limited to acquire five (5) coaches. The consideration for the purchase was A\$2,521,560 (equivalent to HKD13,050,000), it was settled by way of issuance of 22,923,272 fully paid ordinary shares (**Shares**) at A\$0.11 each in the capital of the Company.

4.2 NSX Listing Rule requirements

NSX Listing Rule 6.25 provides that a listed company must not, subject to specified exceptions, issue or agree to issue more equity securities during any 12 months period than that amount which represents 15% of the number of equity securities in the same class on issue at the commencement of that 12-month period.

By ratifying the issue of 22,923,272 Shares made on 4 October 2022, the Company will retain the flexibility to issue equity securities in the future up to the 15% annual placement capacity set out in the NSX Listing Rule 6.25 without the requirement to obtain prior Shareholder approval. The issue of these Shares occurred without the prior approval of the Shareholders.

The following information concerning the Share issue is provided:

Number of securities issued:	22,923,272 fully paid ordinary shares
Issue price of securities:	A\$0.11
Alottee:	Junjie Yang
Terms of securities:	The Shares rank equally in all respects with the existing fully paid ordinary shares on issue
Purpose of share issue:	Acquisition of five (5) coaches
Voting exclusion statement:	A voting exclusion statement relation to Resolution 4 is included in the Notice of Meeting

4.3 Board Recommendation

The Board recommends that you vote in favour of this Resolution.

GLOSSARY

ASIC	Australian Securities and Investments Commission
Board	Board of directors of the Company
Company	Smart Auto Australia Limited ACN 644 257 465
Constitution	The constitution of the Company
Corporations Act	<i>Corporations Act 2001</i> (Cth)
Director	A director of the Company
Listing Rules	The listing rules of NSX as applicable to the Company from time to time
Meeting or Annual General Meeting	The general meeting of the Company to be held on 21 August 2023
Notice of General Meeting	The notice of General Meeting to which this Explanatory Memorandum is attached
NSX	National Stock Exchange of Australia Limited ABN 11 000 902 063, or the market operated by it as the context requires
Proxy Form	The form that accompanies the Notice of Meeting
Resolutions	The resolutions to be put to Shareholders at the Meeting, as set out in the Notice of Meeting
Share	A fully paid ordinary share in the Company
Shareholder	A person who holds Shares in the Company



LODGE YOUR 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.

ANNUAL GENERAL MEETING PROXY FORM

I/We being shareholder(s) of Smart Auto Australia Limited and entitled to attend and vote hereby:

APPOINT A PROXY

The Chairman of the Meeting

OR



PLEASE NOTE: If you leave the section blank, the Chairman 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 Chairman 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 **Level 12, 141 Walker Street, North Sydney NSW 2060 and Unit No.1, 8/F Fu Hang Industrial Building No. 1 Hok Yuen Street East, Hung Hom, Kowloon, Hong Kong on Monday, 21 August 2023 at 1:00 pm (Sydney Time)** and at any adjournment or postponement of that Meeting.

Chairman's voting intentions in relation to undirected proxies: The Chairman intends to vote all undirected proxies in favour of all Resolutions. In exceptional circumstances, the Chairman may change his/her voting intentions on any Resolution. In the event this occurs, an ASX announcement will be made immediately disclosing the reasons for the change.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman 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 Chairman.

VOTING DIRECTIONS

Resolutions

For Against Abstain*

1 Remuneration Report

☐ ☐ ☐

2 Election of Director – Mr Michael Pixley

☐ ☐ ☐

3 Election of Director – Mr Gregory Starr

☐ ☐ ☐

4 Ratification of prior issue of 22,923,272 made on 4 October 2022

☐ ☐ ☐


* If you mark the Abstain box for a particular Resolution, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

This form should be signed by the shareholder. If a joint holding, all the shareholders should sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the Corporations Act 2001 (Cth).

Email Address

☐

Please tick here to agree to receive communications sent by the Company via email. This may include meeting notifications, dividend remittance, and selected announcements.

HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

**IF YOU WOULD LIKE TO ATTEND AND VOTE AT THE MEETING, PLEASE BRING THIS FORM WITH YOU.
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**

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 Chairman as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman, 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 CHAIRMAN 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 Chairman 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 Chairman) 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 Chairman 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 Chairman 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:

- 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
- return both forms together.

VOTING EXCLUSION STATEMENT

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. You are required 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.

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

Individual:

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 1:00 pm (Sydney Time) on 19 August 2023, 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



BY MAIL

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



BY FAX

+61 8 6370 4203



BY EMAIL

admin@advancedshare.com.au



IN PERSON

Advanced Share Registry Limited
110 Stirling Hwy, Nedlands WA 6009



ALL ENQUIRIES TO

Telephone: +61 8 9389 8033