

ROFINA

— GROUP LIMITED —
(ACN 635 120 517)

NOTICE OF ANNUAL GENERAL MEETING 2023

EXPLANATORY STATEMENT

PROXY FORM

Date

Wednesday, 18 October 2023

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 2023 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 2023 should pre-register with the Company by emailing their name and contact details to: publicrelation@rofinagroup.com not later than Monday, 16 October 2023.

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NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Annual General Meeting 2023 of Shareholders of Rofina Group Limited (the Company) will be held virtually at 12.00 pm (MYT) / 2.00 pm (AEDT) on Wednesday, 18 October 2023 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 2023.

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 2023 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 Su Hian Tan

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.”

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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) **Wednesday, 18 October 2023**.

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 2023. 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 2022 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 Su Hian Tan

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 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 Wednesday, 18 October 2023 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 Monday, 16 October 2023.**

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) / 7.00 pm (AEDT) on Monday, 16 October 2023.

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 black ink, appearing to read 'Boon Chin Soo', is written over a light blue circular stamp.

Boon Chin Soo
Chairman

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YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 12.00 pm local Malaysia Time (MYT) / 2:00 pm Australia Eastern Daylight Time (AEDT) on Monday, 16 October 2023.**

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:

- 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.
- 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 **12.00 pm local Malaysia Time (MYT) / 2:00pm Australia Eastern Daylight Time (AEDT) on Monday, 16 October 2023.** 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

 **By Mail** Rofina Marketing (M) Sdn Bhd, Pine Valley Business Center, 22 & 22 A, Lebuhraya Rambahai 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

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:

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, 18 October 2023 at 12.00 pm local Malaysian Time (MYT) / 2.00 pm Australian Eastern Daylight 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*
Resolution 1 Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 Re-election of Jacky Tran Cheong	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 Re-election of Su Hian Tan	<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 / / 2023