



ACN 632 790 660

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## **NOTICE OF ANNUAL GENERAL MEETING**

### **EXPLANATORY STATEMENT**

### **PROXY FORM**

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**Meeting to be held as a hybrid meeting at Suite 6, 4 Riseley Street, Applecross, Western Australia 6153 and virtually through the Share Registry's online platform on Thursday, 30 November 2023 at 1:00 pm (AWST).**

#### **IMPORTANT NOTE**

The Notice of Annual General Meeting, Explanatory Statement and Proxy Form should be read in their entirety. If you are in doubt as to how you should vote, you should seek advice from your professional adviser prior to voting.

Information on how to attend the Meeting virtually and vote online is set out in this Notice of Meeting.

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## AUSTRALIA SUNNY GLASS GROUP LIMITED

### NOTICE OF ANNUAL GENERAL MEETING

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Notice is hereby given that the Annual General Meeting of Australia Sunny Glass Group Limited (ACN 632 790 660) will be held as a hybrid meeting at Suite 6, 4 Riseley Street, Applecross, Western Australia 6153 and virtually through the Share Registry's online platform on Thursday, 30 November 2023 commencing at 1:00 pm (AWST) (**Meeting**).

The Explanatory Statement which accompanies this Notice contains further information in relation to the items of business to be considered at the Meeting. The Explanatory Statement forms part of this Notice. Terms and abbreviations used in this Notice are defined in the Glossary in the Explanatory Statement.

### AGENDA

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#### Annual Report – Financial Year Ended 30 June 2023 (no resolution required)

To receive and consider the Annual Report for the Company and its controlled entities for the year ended 30 June 2023, which includes the Financial Report, the Directors' Report and the Auditor's Report.

*Note: There is no requirement for Shareholders to approve these reports. Pursuant to the Corporations Act, Shareholders will be given a reasonable opportunity at the Meeting to ask questions about, or make comments in relation to, each of the abovementioned reports during consideration of these items.*

#### Resolution 1 – Adoption of Remuneration Report

To consider and, if thought fit, to pass with or without amendment, the following resolution as an **advisory only, ordinary resolution**:

*"That, pursuant to and in accordance with section 250R(2) of the Corporations Act and for all other purposes, approval is given by Shareholders for the adoption of the Remuneration Report on the terms and conditions in the Explanatory Statement accompanying this Notice."*

*Note: The vote on this Resolution is advisory only and does not bind the Directors or the Company. The Directors will consider the outcome of the vote and any comments made by Shareholders on the Remuneration Report when reviewing the Company's remuneration policies.*

#### Voting Prohibition Statement:

A vote on this Resolution must not be cast (in any capacity) by or on behalf of any of the following persons:

- (a) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or
- (b) a Closely Related Party of such a member.

However, a person (the voter) described above may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either:

- (a) the voter is appointed as a proxy in writing that specifies the way the proxy is to vote on this Resolution; or
- (b) expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

#### Resolution 2 – Re-election of Director – Mr Shengqiang "Sunny" Chi

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

*"That, for the purposes of clause 20.2 of the Constitution and for all other purposes, Mr Shengqiang "Sunny" Chi, a Director who retires by rotation in accordance with clause 20.2 of the Constitution, and being eligible and offering himself for re-election, is re-elected as a Director."*

### **Resolution 3 – Re-election of Director – Mr Kunal Malhotra**

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

*“That, for the purposes of clause 20.2 of the Constitution and for all other purposes, Mr Kunal Malhotra, a Director who retires by rotation in accordance with clause 20.2 of the Constitution, and being eligible and offering himself for re-election, is re-elected as a Director.”*

### **Resolution 4 – Election of Director – Mr David Sullivan**

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

*“That, Mr David Sullivan, being a director of the Company who, having been appointed on 4 July 2023, retires in accordance with clause 19.4 of the Constitution, and being eligible and offering himself for election, be elected as a director of the Company.”*

### **Attendance and Participation**

The Meeting will be held at Suite 6, 4 Riseley Street, Applecross, Western Australia 6153 on Thursday, 30 November 2023 at 1:00 pm (AWST).

Shareholders who are unable to attend the Meeting in person will be able to attend virtually via an online platform. Information about how to attend the Meeting virtually is set out below under “**Voting Online**”.

Voting at the Meeting will be by poll rather than by show of hands.

### **How to vote**

#### Entitlement to vote

The Board has determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 4:00 pm (AWST) on Tuesday, 28 November 2023.

Only those Shareholders entered on the Company’s Share Register at that time will be entitled to attend and vote at the Meeting, either in person or virtually via the online platform. Registrable transfers or transmission applications received after this time will be disregarded in determining entitlements to vote at the Meeting. Shareholders are urged to attend or vote by lodging the Proxy Form attached to this Notice. If Shareholders are in doubt as to how to vote, they should seek advice from their professional advisers prior to voting.

#### Voting in person

Based on the best information available to the Board at the time of this Notice, the Board considers it will be in a position to hold an “in person” meeting to provide Shareholders with a reasonable opportunity to participate in and vote at the Meeting. **The Company, however, strongly encourages Shareholders to submit proxies prior to the Meeting.**

#### Voting online

Shareholders and their proxies, attorneys or corporate representatives will be able to participate in the Meeting through an online platform at [www.advancedshare.com.au/virtual-meeting](http://www.advancedshare.com.au/virtual-meeting). This online platform allows Shareholders to attend the Meeting in real time and allow them to vote and ask questions in respect to the resolutions.

It is recommended that Shareholders try to log on to the online platform at least 15 minutes prior to the scheduled start time for the Meeting. Shareholders who wish to participate virtually may do so in accordance with the following instructions:

1. Go to <https://www.advancedshare.com.au/Dashboard/Virtual-Meeting-Centre-Login>
2. Login using the Meeting ID and your personalised Shareholder ID which can be found on your personalised Proxy Form

3. After logging in, a banner will be displayed and you can join the Virtual Meeting Portal where you can join the meeting, directly lodge questions, and enter poll instructions
4. There will be a live webcast where you can view and listen to the virtual Meeting
5. Shareholders and their proxies will be able to vote on the resolutions directly through the online platform at any time between the commencement of the Meeting and the closure of voting as announced by the Chair

Shareholders who have not received their personalised Proxy Form should contact the Share Registry on 1300 113 258 (within Australia) or +61 8 9389 8033 (outside of Australia) as soon as possible and well in advance of the Meeting to avoid any delays on the day of the Meeting.

### **Proxies**

Please note that:

- (a) a Shareholder entitled to attend and vote at the Meeting is entitled to appoint a proxy;
- (b) a proxy need not be a member of the Company;
- (c) a Shareholder may appoint a body corporate or an individual as its proxy;
- (d) a body corporate appointed as a Shareholder's proxy may appoint an individual as its representative to exercise any of the powers that the body may exercise as the Shareholder's proxy; and
- (e) Shareholders entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise, but where the proportion or number is not specified, each proxy may exercise half of the votes.

If a Shareholder appoints a body corporate as its proxy and the body corporate wishes to appoint an individual as its representative, the body corporate should provide that person with a certificate or letter executed in accordance with the Corporations Act authorising him or her to act as that company's representative. The authority may be sent to the Company or its share registry in advance of the Meeting or handed in at the Meeting when registering as a corporate representative.

The enclosed Proxy Form provides further details on appointing proxies and lodging proxy forms. Proxy Forms must be received by no later than 1:00 pm (AWST) on Tuesday, 28 November 2023.

### **Attorneys and Corporate Representatives**

If an attorney is to attend the Meeting on behalf of a Shareholder, a properly executed original (or originally certified copy) of an appropriate power of attorney must be received by the Company by the deadline for the receipt of Proxy Forms, being no later than 1:00 pm (AWST) on Tuesday, 28 November 2023.

Duly completed corporate representative appointment documents (together with any power of attorney or other authority under which they are executed, if applicable) must also be received by the Company by the deadline for the receipt of Proxy Forms, being no later than 1:00 pm (AWST) on Tuesday, 28 November 2023.

### **By order of the Board**



Natalie Teo

**Company Secretary**

**Australia Sunny Glass Group Limited**

31 October 2023

## EXPLANATORY STATEMENT

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### 1. Introduction

This Explanatory Statement has been prepared for the information of Shareholders in relation to the business to be conducted at the Company's Annual General Meeting (**Meeting**) of Australia Sunny Glass Group Limited (**Company**).

The purpose of this Explanatory Statement is to provide Shareholders with all information known to the Company which is material to a decision on how to vote on the Resolutions in the accompanying Notice.

This Explanatory Statement should be read in conjunction with the Notice. Capitalised terms used in this Notice and Explanatory Statement are defined in the Glossary. A Proxy Form is located at the end of this Explanatory Statement.

### 2. Annual Report for the financial year ended 30 June 2023

Under the Corporations Act, the Directors of the Company must table the Annual Report of the Company, the Financial Report, the Directors' Report and the Auditor's Report at the Meeting.

Shareholders will be given reasonable opportunity at the Meeting to ask questions and make comments on the Annual Report.

There is no requirement either in the Corporations Act or the Company's Constitution for Shareholders to vote on, approve or adopt the Annual Report. Shareholders will have a reasonable opportunity at the Meeting to ask the Directors, or the Company's auditor, about:

- (a) the preparation and the content of the Auditor's Report;
- (b) the conduct of the audit;
- (c) accounting policies of the Company in relation to the preparation of the financial statements; and
- (d) the independence of the auditor in relation to the conduct of the audit.

The Company will not provide a hard copy of the Company's Annual Report unless specifically requested to do so. In accordance with section 314(1AA)(c) of the Corporations Act, the Company advises that the Annual Report is available on the Company's website at <https://asgg.com.au/>.

### 3. Resolution 1 – Adoption of Remuneration Report

#### 3.1 General

The Directors' Report for the year ended 30 June 2023 contains a Remuneration Report which sets out the policy for the remuneration of Directors and executives of the Company.

Under section 250R(2) of the Corporations Act, the Company must put the Remuneration Report to the vote of Shareholders.

#### 3.2 Voting consequences

The vote on Resolution 1 is advisory only and does not bind the Directors or the Company. However, under the Corporations Act, if at least 25% of the votes cast on the Resolution at the Meeting are against adoption of the Remuneration Report, then:

- if comments are made on the Remuneration Report at the Meeting, the Company's Remuneration Report for the financial year ending 30 June 2024 will be required to include an

explanation of the Board's proposed action in response or, if no action is proposed, the Board's reasons for this; and

- if, at the Company's next annual general meeting, at least 25% of the votes cast on the Resolution are voted against adoption of the remuneration report, the Company will be required to put to Shareholders a resolution proposing that a general meeting (**Spill Meeting**) be called to consider the election of Directors of the Company (**Spill Resolution**). For any Spill Resolution to be passed, more than 50% of the votes cast on the resolution must be in favour of it. If a Spill Resolution is passed, all of the Directors (other than any managing director) will cease to hold office immediately before the end of the Spill Meeting unless re-elected at that meeting.

If the Remuneration Report receives a strike at this Meeting, Shareholders should be aware that if a second strike is received at the 2024 annual general meeting, this may result in the re-election of the Board (except the managing director).

### 3.3 Additional information

At the Company's 2022 annual general meeting, all of the votes cast, of those shareholders who exercised their right to vote, were in favour of the remuneration report for the 2022 financial year.

Resolution 1 is an advisory only ordinary resolution.

### 3.4 Board recommendation

The Board declines to make a recommendation as to how Shareholders should vote in respect of Resolution 1 as each Director has an interest in the outcome of the Resolution.

The Chair intends to vote undirected proxies in favour of Resolution 1 in accordance with the express authorization on the Proxy Form.

## 4. **Resolution 2 – Re-election of Director – Mr Shengqiang “Sunny” Chi**

### 4.1 General

Clause 20.2 of the Constitution requires one-third of the directors for the time being, or if their number is not a multiple of 3, then the whole number nearest one-third, to retire from office at each annual general meeting. A retiring director may act as a director throughout the meeting at which he or she retires and at any adjournment thereof.

A Director who retires by rotation under clause 20.2 above is eligible for re-election pursuant to clause 20.3 of the Constitution.

Mr Shengqiang “Sunny” Chi retires by rotation at this Meeting, and, being eligible, offers himself for re-election.

### 4.2 Qualifications

Mr Chi is the founder of Sydney Sunny Glass Pty Ltd, a wholly owned subsidiary of the Company, and is presently an Executive Director of the Company. He graduated in 1988 in Electrical Engineering Technology and Automation from the Fujian Mechanical and Electrical Technical Institution in China and has over 28 years of experience in the glass products industry, having held roles as general manager of production, planning and quality control and finally as the regional manager of sales and marketing of a glass manufacturing business listed on the Hong Kong Stock Exchange.

If re-elected as Executive Director, Mr Chi is not considered by the Board to be an independent director.

#### **4.3 Additional information**

Resolution 2 is an ordinary resolution.

If Resolution 2 is passed, Mr Chi will be re-appointed as an Executive Director of the Company.

If Resolution 2 is not passed, Mr Chi will not be appointed as an Executive Director. The Board may consider an appointment to fill a casual vacancy in accordance with clause 19.4 of the Constitution, with ratification at the Company's next annual general meeting.

#### **4.4 Board recommendation**

The Board (other than Mr Chi) supports the re-election of Mr Chi and recommends that Shareholders vote in favour of Resolution 2.

The Chair intends to vote undirected proxies in favour of Resolution 2.

### **5. Resolution 3 – Re-election of Director – Mr Kunal Malhotra**

#### **5.1 General**

The requirement for Directors to retire by rotation is set out in section 4.1 above.

In accordance with clause 20.2 and clause 20.3 of the Constitution, Mr Kunal Malhotra retires by rotation at this Meeting, and, being eligible, offers himself for re-election.

#### **5.2 Qualifications**

Mr Malhotra has over 15 years' experience spanning across corporate and commercial law and litigation. He has listed and non-listed entities on acquisitions, corporate and regulatory compliance, governance and commercial transactions. He is an experienced company director and is currently a director and/or company secretary of a number of listed and non-listed public entities. He is also a Fellow of the Governance Institute of Australia.

The Board considers Mr Malhotra to be an independent director.

#### **5.3 Additional information**

Resolution 3 is an ordinary resolution.

If Resolution 3 is passed, Mr Malhotra will be appointed as a Non-Executive Director of the Company.

If Resolution 3 is not passed, Mr Malhotra will not be re-elected as a Non-Executive Director of the Company. The Board may consider an appointment to fill a casual vacancy in accordance with clause 19.4 of the Constitution, with ratification at the Company's next annual general meeting.

#### **5.4 Board recommendation**

The Board (other than Mr Malhotra) supports the re-election of Mr Malhotra and recommends that Shareholders vote in favour of Resolution 3.

The Chair intends to vote undirected proxies in favour of Resolution 3.

### **6. Resolution 4 – Election of Director – Mr David Sullivan**

#### **5.1 General**

Clause 19.4 of the Constitution provides that any director appointed to fill a casual vacancy or as an addition to the Board must retire from office and will be eligible for re-election at the next annual



general meeting following their appointment, but that director will not be taken into account in determining the number of directors who are to retire by rotation.

Mr David Sullivan, who was appointed on 4 July 2023, retires at this Meeting and, being eligible, offers himself for election.

#### 5.2 Qualifications

Mr Sullivan is the founder and director of D.W. Sullivan Windows Pty Ltd, which was acquired by the Company in July 2023. Mr Sullivan has over 30 years of experience in windows and façade supply and installation and has held senior management positions throughout his work history.

He was appointed as Executive Director of the Company on the completion date, and accordingly, the Company does not consider Mr Sullivan to be an independent director if he is elected.

#### 5.3 Additional information

Resolution 4 is an ordinary resolution.

If Resolution 4 is passed, Mr Sullivan will be appointed as an Executive Director of the Company.

If Resolution 4 is not passed, Mr Sullivan will not be appointed as Executive Director and the Board may consider an appointment to fill a casual vacancy in accordance with clause 19.4 of the Constitution, with ratification at the Company's next annual general meeting.

#### 5.4 Board recommendation

The Board (other than Mr Sullivan) supports the election of Mr Sullivan and recommends that Shareholders vote in favour of Resolution 4.

The Chair intends to vote undirected proxies in favour of Resolution 4.

## Glossary

**\$** means Australian dollars.

**Annual General Meeting or Meeting** means the annual general meeting the subject of this Notice.

**Annual Report** means the Directors' Report, the Financial Report and the Auditor's Report in respect of the financial year ended 30 June 2023.

**Auditor's Report** refers to the auditor's report set out in the Annual Report.

**AWST** means Australian Western Standard Time, being the time in Perth, Western Australia.

**Board** means the board of Directors.

**Chair** means the person appointed to chair the Meeting.

**Closely Related Party** means a closely related party of a member of Key Management Personnel as defined in section 9 of the Corporations Act, being:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependent 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; or
- (f) any other person prescribed by the regulations.

**Company** means Australia Sunny Glass Group Limited (ACN 632 790 660).

**Constitution** means the constitution of the Company.

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

**Director** means a director of the Company.

**Directors' Report** refers to the directors' report set out in the Annual Report.

**Explanatory Statement** means the explanatory statement which forms part of this Notice.

**Key Management Personnel** means key management personnel of the Company as defined in section 9 of the Corporations Act and Australian Accounting Standards Board accounting standard 124, broadly including 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).

**Financial Report** means the annual financial report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities.

**Listing Rules** means the NSX Listing Rules.

**Meeting** means the general meeting the subject of this Notice.

**Notice** means this notice of meeting comprising the notice, agenda, Explanatory Statement and Proxy Form.

**NSX** means National Stock Exchange of Australia Limited (ACN 000 902 063), including the financial market operated by it.

**Proxy Form** means the proxy form accompanying this Notice

**Remuneration Report** means the remuneration report of the Company contained in the Directors' Report.

**Resolution** means a resolution contained in this Notice.

**Share** means a fully paid ordinary share in the capital of the Company.

**Share Registry** means the Company's share registry, Advanced Share Registry Ltd.

**Shareholder** means a shareholder of the Company.

In this Notice, words importing the singular include the plural and vice versa.

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## LODGE YOUR PROXY APPOINTMENT ONLINE



### ONLINE PROXY APPOINTMENT

[www.advancedshare.com.au/investor-login](http://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.

**Important Note:** The Company has determined that Shareholders will be able to attend and participate in the meeting through an online platform provided by Advanced Share Registry.

## ANNUAL GENERAL MEETING PROXY FORM

I/We being shareholder(s) of Australia Sunny Glass Group Limited and entitled to attend and vote hereby:

### APPOINT A PROXY



The Chair of  
the Meeting

OR



**PLEASE NOTE:** If you leave the section blank, the Chair 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 Chair 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 Suite 6, 4 Riseley Street, Applecross, Western Australia 6153 and virtually on Thursday, 30 November 2023 at 1:00 pm (AWST)** and at any adjournment or postponement of that Meeting.

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

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

### VOTING DIRECTIONS

#### Resolutions

- | Resolutions   | For                      | Against                  | Abstain*                 |
|---|--------------------------|--------------------------|--------------------------|
| 1 Adoption of Remuneration Report                     | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 2 Re-election of Director – Mr Shengqiang “Sunny” Chi | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 3 Re-election of Director – Mr Kunal Malhotra         | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 4 Election of Director – Mr David Sullivan            | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |



\* 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.

## AUSTRALIA SUNNY GLASS GROUP LIMITED - ANNUAL GENERAL MEETING

The Company has determined that Shareholders will be able to attend and participate in the Meeting through an online platform provided by Advanced Share Registry. To facilitate such participation, voting on each Resolution will occur by a poll rather than a show of hands.

A live webcast and electronic voting via [www.advancedshare.com.au/virtual-meeting](http://www.advancedshare.com.au/virtual-meeting) will be offered to allow Shareholders to attend the Meeting and vote online.

Please refer to the Meeting ID and Shareholder ID on the proxy form to login to the website.

Shareholders may submit questions ahead of the Meeting via the portal.

## 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 Chair as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chair, 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 CHAIR 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 Chair 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 Chair) 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 Chair 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 Chair 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.

### SECURITIES HELD ON BEHALF OF ANOTHER PERSON

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.

By lodging your proxy votes, you confirm to the company that you are in compliance with the above.

### 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 (AWST) on 28 November 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](http://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](mailto:admin@advancedshare.com.au)



#### IN PERSON

Advanced Share Registry Limited  
110 Stirling Hwy, Nedlands WA 6009



#### ALL ENQUIRIES TO

Telephone: +61 8 9389 8033