



**VGX LIMITED** ARBN 612 834 572

**Corporate office**  
C-710 Kelana Square, 17 Jalan SS7/26  
Kelana Jaya, 47301 Petaling Jaya  
Selangor Darul Ehsan, Malaysia

Telephone: +603 7494 2666

**Registered office in Australia**  
C/- Themis Corporate  
Level 1 Office F, 1139 Hay Street  
West Perth WA 6005

Facsimile: +603 7494 2555

Email: [ir@vgxlimited.com](mailto:ir@vgxlimited.com)

## NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the second Annual General Meeting of VGX Limited (the "Company") will be held at the following place, date and time:

Place: C-710, Kelana Square  
No. 17, Jalan SS7/26, Kelana Jaya  
47301 Petaling Jaya,  
Selangor  
Malaysia

Date: 28 November 2018

Time: 11.00 am

to transact the following business:

### AS ORDINARY RESOLUTIONS

To consider and, if thought fit, to pass with or without modification the following as ordinary resolutions:-

1. TO accept the Directors' Report, Statement by directors and audited financial statements of the Company for the financial year ended 30 June 2018 (collectively, the "**2018 Annual Report**").
2. THAT CHONG Ying Choy, who being appointed under Article 18.5 of the Articles of Association of the Company hold office only until this Annual General Meeting, and being eligible, has offered himself for re-election.
3. THAT Eric CHUNG Chi Kong, who being appointed under Article 18.5 of the Articles of Association of the Company hold office only until this Annual General Meeting, and being eligible, has offered himself for re-election.
4. THAT KONG Teck Chin, who being appointed under Article 18.5 of the Articles of Association of the Company hold office only until this Annual General Meeting, and being eligible, has offered herself for re-election.



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5. THAT YAP Poh Yee, who being appointed under Article 18.5 of the Articles of Association of the Company hold office only until this Annual General Meeting, and being eligible, has offered herself for re-election.
6. THAT the Company be and is hereby approved to pay directors a total sum of RM 30,000 (to be divided in any proportion as the directors may determine) as directors' fees for the financial year ended 30 June 2018; and
7. THAT HML & Co., Chartered Accountants (Malaysia) be and is hereby re-appointed as auditors of the Company AND THAT directors are hereby authorized to fix their remuneration.

By Order of the Board

  
Yap Poh Yee

Secretary to the Board  
Malaysia  
26 October 2018



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## VOTING EXCLUSION STATEMENT

The Company will disregard any votes cast:

1. On Resolution 2, by CHONG Ying Choy and his associates;
2. On Resolution 3, by Eric CHUNG Chi Kong and his associates;
3. On Resolution 4, by KONG Teck Chin and his associates;
4. On Resolution 5, by YAP Poh Yee and his associates; and
5. All directors in office during the financial year ended 30 June 2018, namely Messrs CHONG Ying Choy, Eric CHUNG Chi Kong, KONG Teck Chin and YAP Poh Yee (the "Qualifying Directors") and their associates, will abstain from voting on the Resolution 6.

## EXPLANATORY NOTES

### Resolution 1:

A copy of the 2018 Annual Report may be obtained, free of cost in one or more of the following manner:

1. by downloading an electronic copy thereof from NSX's market announcements portal on NSX's official website (URL: [www.nsx.com.au](http://www.nsx.com.au)) under the "Market Data | Announcements" tab; or
2. by requesting for an electronic copy thereof to be e-mailed to you by sending your request by e-mail to [ir@vgxlimited.com](mailto:ir@vgxlimited.com); or
3. by requesting for a printed copy thereof to be posted to you by ordinary mail by sending your request:
  - a) by e-mail to [ir@vgxlimited.com](mailto:ir@vgxlimited.com);
  - b) by telephone to +603 7494 2666

### Resolutions 2 to 5:

Article 18.5 of the Company's Articles of Association provides that a director who is appointed by directors of the Company, either to fill a casual vacancy or as an addition to the existing directors, shall hold office only until the next following annual general meeting and shall be eligible for re-election.

Each of Messrs CHONG Ying Choy, Eric CHUNG Chi Kong, KONG Teck Chin and YAP Poh Yee, being eligible for re-election, offer themselves for re-election at this annual general meeting.



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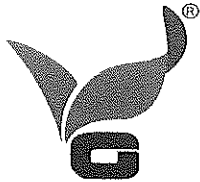
**Resolution 6:**

Article 20.3 of the Company's Articles of Association provides that subject to, amongst others, the Listing Rules, directors will be paid remuneration for services rendered as directors as the Company in general meeting may from time to time determine, which may be divided among directors in any proportions and in any manner as they may from time to time determine.

**Resolution 7:**

HML & Co., Chartered Accountants (Malaysia) was appointed auditors of the Company by directors. Article 35.1 (b) of the Company's Articles of Association requires that auditors appointed by directors hold office only until the conclusion of the first annual general meeting. Under Article 35.1(c) of the Company's Articles of Association, auditors of the Company is appointed at each annual general meeting, and shall hold office until the conclusion of the next general meeting.

HML & Co. who holds office as auditor of the Company immediately before the annual general meeting consents to be re-appointed as auditors of the Company.



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## **VOTING INSTRUCTIONS AND RIGHT TO APPOINT PROXIES**

Under the Company's constitution, a CDI-holder may either:

- a) give CDN voting instructions in relation to the number of CDIs he or she holds; or
- b) requests CDN to appoint him or her or another person he or she nominates as CDN's proxy to attend the general meeting in relation to the number of CDIs he or she holds.

At a general meeting, on a show of hands, a CDI holder present or by proxy has one vote and, upon a poll, each CDI shall have one vote.

### **If you wish to give CDN voting instructions**

If you wish to register your voting instructions, please complete the attached CDI Voting Instruction Form and send it in person, by post or facsimile (as the case may be) to the Company's share registry at the following contacts:

#### **In person**

Automic Pty Ltd  
Level 5, 126 Phillip Street  
Sydney  
NSW 2000  
Australia

#### **By post**

VGX Limited  
c/- Automic Pty Ltd  
G.P.O. Box 5193,  
Sydney, NSW 2001  
Australia

### **If you wish to attend the meeting in person or by proxy**

If you wish to attend the annual general meeting either in person or by proxy, please complete the attached Proxy Form, or send it in person, by post or facsimile (as the case may be) to the Company's share registry at the following contacts:

#### **In person**

Automic Pty Ltd  
Level 5, 126 Phillip Street  
Sydney  
NSW 2000  
Australia

#### **By post**

VGX Limited  
c/- Automic Pty Ltd  
G.P.O. Box 5193,  
Sydney, NSW 2001  
Australia

A CDI-holder who is entitled to attend and vote at the annual general meeting may appoint up to two proxies to attend and vote on his or her behalf. If a CDI-holder 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.



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If the appointment does not so specify, each proxy may exercise half of the votes. Fractions of the votes will be disregarded. A proxy need not be a shareholder of the Company.

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 shareholder appoints the chairperson of the meeting as the shareholder's proxy and does not specify how the chairperson is to vote on an item of business, the chairperson will vote, as proxy for that shareholder, in favour of that item on a poll.



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# AGM Registration Card

If you are attending the meeting  
in person, please bring this with you  
for Securityholder registration.

# SAMPLE

Holder Number:

## CDI Voting Instruction Form: VGX

Your CDI Voting Instruction Form must be received by 2.00pm (AEDT) being 11.00am (Malaysia Time) on Monday, 26 November 2018, being not later than 48 hours before the commencement of the Meeting. Any CDI Voting Instructions Insutctions received after that time will not be valid for the scheduled Meeting.

### SUBMIT YOUR CDI VOTING INSTRUTCION BY PAPER

Complete the form overleaf in accordance with the instructions set out below.

**YOUR NAME AND ADDRESS** The name and address shown above is as it appears on the Company's security register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal:

<https://investor.automic.com.au/#/home>

Securityholders sponsored by a broker should advise their broker of any changes.

### HOW TO VOTE ON ITEMS OF BUSINESS

Each CHESS Depositary Interest (CDI) is equivalent to one share of Company Common Stock, so that every 1 (one) CDI registered in your name entitles you to one vote.

You can vote by completing, signing and returning your CDI Voting Instruction Form. This form gives your voting instructions to CHESS Depositary Nominees Pty Ltd, which will vote the underlying shares on your behalf. You need to return the form no later than the time and date shown above to give CHESS Depositary Nominees Pty Ltd enough time to tabulate all CHESS Depositary Interest votes and to vote on the underlying shares.

### SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided

**Individual:** Where the holding is in one name, the Securityholder must sign.

**Joint holding:** Where the holding is in more than one name, all of the Securityholder should sign.

**Power of attorney:** If you have not already lodged the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Voting Form when you return it.

**Companies:** To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

**Email Address:** Please provide your email address in the space provided.

**By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.**

### CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at <https://outomic.com.au>.

## Return your completed form



## BY MAIL:

Automic  
GPO Box 5193  
Sydney NSW 2001



## IN PERSON:

Automic  
Level 5, 126 Phillip Street  
Sydney NSW 2000

## Contact us – All enquiries to Automic



WEBCHAT: <https://automic.com.au/>



EMAIL: [hello@automic.com.au](mailto:hello@automic.com.au)



## PHONE:

1300 288 664 (Within Australia)  
+61 2 9698 5414 (Overseas)

## Complete and return this form as instructed

CHESS Depository Nominees PTY Ltd will vote as directed

Voting Instructions to CHESS Depository Nominees Pty Ltd

I/We being a holder of CHESS Depository Interest of VGX Limited hereby direct CHESS Depository Nominees Pty Ltd to vote the shares underlying my/our holding at the Annual General Meeting of VGX Limited, to be held at **2.00pm (AEDT) being 11.00am (Malaysia Time) on Wednesday, 28 November 2018 at C-710, Kelana Square, No. 17, Jalan SS7/26, Kelana Jaya, 47301 Petaling Jaya, Selangor Malaysia** and at any adjournment or postponement of that meeting.

By execution of this CDI Voting Form the undersigned hereby authorises CHESS Depository Nominees Pty Ltd to appoint such proxies or their substitute to vote in their discretion on such business as may properly come before the meeting

## Resolutions

	For	Against	Abstain
2. Re-election of CHONG Ying Choy	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Re-election of Eric CHUNG Chi King	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Re-election of KONG Teck Chin	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Re-election of YAP Poh Yee	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. Approval of Issue of Director Fees	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. Re-appointment of HML & Co., Chartered Accountants (Malaysia) as Auditors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**Please note:** If you mark the abstain box for a particular Resolution, you are directing CHESS Depository Nominees Pty Ltd not to vote on that Resolution 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 SECURITYHOLDERS – THIS MUST BE COMPLETED

Individual or Securityholder 1

Securityholder 2

Securityholder 3

Sole Director and Sole Company Secretary

Director

Director / Company Secretary

Contact Name:

Email Address:

Contact Daytime Telephone

Date (DD/MM/YY)

By providing your email address, you elect to receive all of your communications despatched by the Company electronically (where legally permissible).