
PHOENICIAN INTERNATIONAL LIMITED
ARBN 659 284 152
NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Meeting will be held at:

TIME: 11.00am (HK time)

DATE: Thursday, 15 May 2025

PLACE: The meeting is a virtual meeting. Please pre-register prior to the day of the meeting at:

https://us02web.zoom.us/webinar/register/WN_kOJCLEgfQL6dA7IDq6hC8Q

The business of the Meeting affects your shareholding and your vote is important.

This Notice should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

The Directors have determined pursuant to Regulation 23.1(d)(ii) of the Company's Memorandum and Articles of Association) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 11.00am (HK time) on Tuesday 13 May 2025.

BUSINESS OF THE MEETING

AGENDA

1. RESOLUTION 1 – RE-ELECTION OF DIRECTOR – YIU MAN LO

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

"That, for the purpose of clause 27.5(b) of the Memorandum and Articles of Association, NSX Listing Rule 6.45 and for all other purposes, Yiu Man Lo, a Director, retires by rotation, and being eligible, is re-elected as a Director."

2. RESOLUTION 2 – ELECTION OF DIRECTOR – MARCO AROSTI

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

"That, Marco Arosti, a Director who was casually appointed on 28 November 2024, retires in accordance with clause 27.3(b)(iii) of the Memorandum and Articles of Association of the Company, and being eligible, offers himself for re-election, is appointed a director of the Company."

Dated: 15 APRIL 2025

By order of the Board

Voting by proxy

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

Shareholders are advised that:

- each Shareholder has a right to appoint a proxy;
- the proxy need not be a Shareholder of the Company; and
- a Shareholder who is 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. If the Shareholder appoints two proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

Shareholders and their proxies should be aware that:

- if proxy holders vote, they must cast all directed proxies as directed; and
- any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

Voting online and virtual meeting

The company is pleased to provide shareholders with the opportunity to attend and participate in the Meeting through an online meeting platform, where shareholders will be able to watch, listen, ask questions and vote online.

Shareholders are encouraged to register well prior to the day of the Meeting to ensure there is no delay in attending the Meeting.

To access the virtual meeting:

1. If you do not have a free and secure Zoom logon, please download the Zoom Mobile App from your play store or download the Zoom Client for Meetings file from your internet browser.
2. Please pre-register by opening your internet browser and going to:
https://us02web.zoom.us/webinar/register/WN_kOJCLEgfQL6dA7IDq6hC8Q
3. Select the capacity in which you are attending, then enter your registered holding name, email address of your zoom account, HIN/SRN and postcode and click "register".
4. Once your details are verified, you will receive a separate personalised email with details of how to logon on the day of the Meeting.
5. Click on the personalised link you will be emailed to join the Meeting, where you can view and listen to the Meeting, vote during the poll as well as ask questions in relation to the business of the Meeting.
6. Once the Chair of the Meeting has declared the poll open for voting, select "For", "Against" or "Abstain" for each resolution.

Should you wish to discuss the matters in this Notice please do not hesitate to contact the Company Secretary on +61 401 727 273.

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions.

1. RESOLUTION 1 – RE-ELECTION OF DIRECTOR – YUI MAN LO

1.1 General

NSX Listing Rule 6.45 and clause 27.5 of the Memorandum of Articles and Association provide that, other than a managing director, a director of an entity must not hold office (without re-election) past the third annual general meeting following the director's appointment or three years, whichever is the longer. However, where there is more than one managing director, only one is entitled to be exempt from this rotation requirement.

Yui Man Lo retires by rotation and seeks re-election.

1.2 Qualifications and other material directorships

Mr Lo, a Non-Executive Director of Phoenixian, has more than 20 years of experience in the financial service industry.

Up to November 2021, Mr Lo was the Senior Finance Manager at uSmart Securities Limited, a large retail focused securities firm in Hong Kong.

Previously Mr Lo held various senior positions at various financial services firms in Hong Kong, including CMBC Capital Holding Limited, Core Pacific Yamaichi International, China Securities (International) Finance Holdings, Bank of China International, Standard Chartered Bank and East Asia (Securities) Company, a subsidiary of Bank of East Asia.

Mr Lo holds a Bachelor of Science (Honours) in Applied Mathematics from the Hong Kong Polytechnic University, a Master of Science in Mathematics for Finance and Actuarial Sciences from the City University of Hong Kong and a Master in Corporate Governance from the Hong Kong Polytechnic University and is a Qualified CPA in Australia.

1.3 Independence

If re-elected the Board considers Yui Man Lo will be an independent Director.

1.4 Board recommendation

The Board has reviewed Yui Man Lo's performance since his appointment to the Board and considers that his skills and experience will continue to enhance the Board's ability to perform its role. Accordingly, the Board supports the re-election of Yui Man Lo and recommends that Shareholders vote in favour of the resolution.

2. RESOLUTION 2 – ELECTION OF DIRECTOR – MARCO AROSTI

2.1 General

Clause 27.3(b) (iii) of the Memorandum of Articles and Association provide that a director appointed since the last annual general meeting shall retire at the next annual general meeting after their appointment and being eligible, stand election at the next annual general meeting.

Marco Arosti, who was appointed as a director on 28 November 2024, and being eligible, offers himself for election as a director.

2.2 Qualifications and other material directorships

Mr Arosti, Chief Executive Officer, has more than 20 years of international banking experience.

Mr Arosti joined Phoenician in 2016, in charge of investment banking advisory implementing the Company's founder strategic vision and growth plans and overall oversight of the Company's Hong Kong regulated activities.

Prior to joining Phoenician, Mr Arosti was managing director at Daiwa Capital Markets in Hong Kong, leading the firm in delivering investment banking solutions and executing equity investments across the Asia Pacific region, with special focus on metals and mining and advanced manufacturing.

Prior to joining Daiwa, Mr Arosti held senior roles at Morgan Stanley in London and Hong Kong, where he led Morgan Stanley's General Industries franchise. Mr Arosti has also previously held various positions at JP Morgan in London, where he worked on over 20 investment banking transactions across continental Europe and the United Kingdom.

Mr Arosti holds an MBA from London Business School and a B.A. Economics from the University of Ancona (cum laude).

He is a member of the Institute of Chartered Accountant in England and Wales and holds a Responsible Officer licence granted by the Hong Kong Securities and Futures Commission in relation to dealing in securities, advising on securities, advising on corporate finance and asset management.

2.3 Independence

If re-elected the Board considers Marco Arosti will be an independent Director.

2.4 Board recommendation

The Board has reviewed Marco Arosti's performance since his appointment to the Board and considers that his skills and experience will continue to enhance the Board's ability to perform its role. Accordingly, the Board supports the election of Marco Arosti and recommends that Shareholders vote in favour of the resolution.

GLOSSARY

Board means the current board of directors of the Company.

Business Day means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that NSX declares is not a business day.

Chair means the chair of the Meeting.

Company means Phoenixian International Limited (ARBN 659 284 152).

Directors means the current directors of the Company.

Explanatory Statement means the explanatory statement accompanying the Notice.

Listing Rules means the Listing Rules of NSX.

Meeting means the meeting convened by the Notice.

Memorandum and Articles of Association means the Company's Memorandum and Articles of Association.

Notice means this notice of meeting including the Explanatory Statement and the Proxy Form.

NSX means National Stock Exchange of Australia Limited (ACN 000 902 063) or the financial market operated by National Stock Exchange of Australia Limited, as the context requires.

Proxy Form means the proxy form accompanying the Notice.

Resolutions means the resolutions set out in the Notice, or any one of them, as the context requires.

Section means a section of the Explanatory Statement.

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

Shareholder means a registered holder of a Share.