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

Notice is given that the Meeting will be held at:

TIME: 1.00pm (HK time)
DATE: Friday, 26 May 2023
PLACE: Virtual Meeting only via a web-based meeting portal provided by
Advanced Share Registry

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 1.00pm (HK time) on Wednesday, 24 May 2023.

BUSINESS OF THE MEETING

AGENDA

1. RESOLUTION 1 – RE-ELECTION OF DIRECTOR – KWAN CHAN

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, Kwan Chan, a Director, retires by rotation, and being eligible, is re-elected as a Director."

2. RESOLUTION 2 – 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, Yiu Man Lo, a Director who was casually appointed on 22 April 2022, 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."

3. RESOLUTION 3 – ELECTION OF DIRECTOR – JAMES BARRIE

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

"That, James Barrie, a Director who was casually appointed on 29 April 2022, 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: 26 April 2023

By order of the Board

Kwan Chan
Executive Chairman

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

The Meeting will be held as a wholly virtual meeting. Accordingly, the Directors strongly encourage all Shareholders to lodge a direct proxy form prior to the Meeting.

The Company is pleased to provide Shareholders with the opportunity to attend and participate in a virtual meeting through an online meeting platform powered by <https://www.advancedshare.com.au/Dashboard/Virtual-Meeting-Centre-Login> where shareholders will be able to watch, listen and vote online.

Shareholders will be able to vote and ask questions at the Virtual Meeting.

Shareholders who wish to vote virtually on the day of the Meeting will need to login to the (<https://www.advancedshare.com.au/Dashboard/Virtual-Meeting-Centre-Login>) website with their Meeting ID and shareholder ID (available on the proxy form or on the Notice of Meeting sent to you by email)

Shareholders who do not have a Meeting ID and Shareholder ID are strongly encouraged to contact Advanced Share Registry well in advance of the Meeting to avoid any delays on the day of the Meeting.

I have a Meeting ID and Shareholder ID, what are the next steps?

Please take the following steps at attend and vote virtually on the day of the Meeting:

1. Open your internet browser and go to <https://www.advancedshare.com.au/Dashboard/Virtual-Meeting-Centre-Login>
2. Login with your Meeting ID and Shareholder ID and click "Login"
3. Click on "**JOIN NOW**" to join the webcast where you can participate in the Meeting by viewing, listening and asking questions
4. To ask a question at the meeting, please click on the 'ask a question' button at the bottom of the screen and submit the question in writing or verbal
5. Once the Chair has declared the poll open for voting, click on "**POLL**" to be taken to the voting screen.
6. Select your voting direction and click '**confirm**' to submit your vote. **Note that you will not be able to amend your vote after the poll is closed.**

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 – KWAN CHAN

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.

Kwan Chan, who has served as a Director since 24 April 2020, retires by rotation and seeks re-election.

1.2 Qualifications and other material directorships

Kwan Chan has more than 15 years of experience in the financial service industry.

Mr Chan joined Phoenixian in 2012 as the Finance Director, and since his appointment has taken charge of the Group treasury operations and has led all the financial reporting activities. In 2020, Mr Chan was promoted to the role of Executive Director, in charge of implementing the Company's founder strategic vision and growth plans, handling relationship with Shareholders and overall business leadership across the business units. Under the leadership of Mr Chan, the Company has substantially developed its private equity investment business.

Prior to joining Phoenixian, Mr Chan was a Senior Accountant at North China Shipping Holdings, where he was responsible for the group finance and accounting function. Mr Chan started his career at Intertrust HK Ltd as a consultant in their Corporate Client Services.

Mr Chan holds a Bachelor of Business Administration (Finance) degree from City University of Hong Kong.

1.3 Independence

If re-elected the Board considers Kwan Chan will not be an independent Director.

1.4 Board recommendation

The Board has reviewed Kwan Chan'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 Kwan Chan and recommends that Shareholders vote in favour of the resolution.

2. RESOLUTION 2 – ELECTION OF DIRECTOR – YIU MAN LO

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 the next annual general meeting after their appointment and being eligible, stand election at the next annual general meeting.

Yiu Man Lo, who was appointed as a director on 22 April 2022, and being eligible, offers himself for election as a director.

2.2 Qualifications and other material directorships

Yiu Man Lo, 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.

2.3 Independence

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

2.4 Board recommendation

The Board has reviewed You 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 election of You Man Lo and recommends that Shareholders vote in favour of the resolution.

3. RESOLUTION 3 – ELECTION OF DIRECTOR – JAMES BARRIE

3.1 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.

James Barrie, who was appointed as a director on 29 April 2022, and being eligible, offers himself for election as a director.

3.2 Qualifications and other material directorships

James Barrie, who is also the Company Secretary of Phoenician, has more than 20 years of professional experience in a wide range of executive and board roles across multiple industries.

Mr Barrie is currently a Non-Executive Director and Company Secretary for A2A GN Ltd (NSX:A2A) and West Coast Aquaculture Group Limited (SSX:833), the Company Secretary for TTA Holdings Ltd (ASX:TTA), Boadicea Resources Ltd (ASX:BOA), Global Health Ltd and Jupiter Energy Ltd (ASX:JPR), along with being a director and/or Company Secretary for various unlisted companies.

James holds a Bachelor of Business (QUT) and a Diploma of Investor Relations (AIRA), is a qualified CPA in Australia, and is a graduate of the Australian Institute of Company Directors.

3.3 Independence

If re-elected the Board considers James Barrie will be an independent Director.

3.4 Board recommendation

The Board has reviewed James Barrie'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 James Barrie 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.