

NSX ANNOUNCEMENT/MEDIA RELEASE
1 November 2022

2022 Notice of Annual General Meeting

Attached are the following documents in respect of Haodex Limited's (**NSX:HAO**) ("**Haodex**" or "**the Company**") 2022 Annual General Meeting to be held on Wednesday 30 November 2022 commencing at 3:00pm AEDT.

1. Notice and Access Letter
2. Notice of Annual General Meeting and Explanatory Statement
3. Proxy Form

These documents and the Company's 2022 Annual Report are available at <http://www.haodex.com.au/>

ENDS

For more information, please contact:
admin@haodex.com

This NSX announcement was authorised for release by the Company Secretary of Haodex Limited.

Haodex Limited Annual General Meeting Notice and Access Letter

The Annual General Meeting of Haodex Limited (NSX: HAO) (**HAO** or the **Company**) will be held at Level 17, 9 Castlereagh St, Sydney NSW 2000 at 3:00 pm (AEDT) (the **Meeting**).

Notice of Meeting

In accordance with the *Corporations Amendment (Meetings and Documents) Act 2022 (Act)*, the Company will not be dispatching physical copies of the Notice of General Meeting (**Notice**) to Shareholders, unless a Shareholder has made a valid election to receive documents in hard copy.

The Act allows notices of meeting, and other information regarding a meeting to be provided online where it can be viewed and downloaded. We are relying on technology to facilitate shareholder engagement and participation in the meeting. Details of where you can access the notice of meeting, lodge a proxy and participate in the meeting are contained in this letter.

Access the Meeting documents online

The Notice is available online on the Company's website at www.haodex.com.au.

Alternatively, a complete copy of the Notice has been posted on the Company's NSX market announcements page.

If you have nominated an email address and have elected to receive electronic communications from the Company, you will also receive an email to your nominated email address with a link to an electronic copy of the Notice.

In order to receive electronic communications from the Company in the future, please update your Shareholder details online at www.advancedshares.com.au and register as a member with your unique shareholder identification number and postcode (or country for overseas residents).

Shareholders can also request a paper copy of the Notice by contacting Advanced Share Registry on 1300 113 258 (within Australia) or +61 8 9389 8033 (outside Australia).

Lodge your proxy and voting instructions before the Meeting online, by mail or by fax

Shareholders are strongly encouraged to vote by proxy. Enclosed with this notice is a paper copy Proxy Form which you can either use to lodge your voting instructions online, or complete and return by mail, fax, email or in person, following the instructions on the Proxy Form.

For your voting instructions to be effective, they must be received not less than 48 hours before the time for holding the Meeting (that is, by 3:00pm (AEDT) on Monday, 28 November 2022). Any proxy voting instructions received after that time will not be valid for the Meeting.

HAODEX LIMITED
ACN 623 392 325
NOTICE OF ANNUAL GENERAL MEETING

TIME: 3:00 pm (AEDT)
DATE: Wednesday, 30 November 2022
PLACE: Level 17, 9 Castlereagh St, Sydney NSW 2000

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

This Notice of Meeting 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 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 7:00pm (AEDT) on 28 November 2022.

BUSINESS OF THE MEETING

AGENDA

1. FINANCIAL STATEMENTS AND REPORTS

To receive and consider the annual financial report of the Company for the financial year ended 30 June 2022 together with the declaration of the Directors, the Director's report, the Remuneration Report and the auditor's report.

2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

To consider and, if thought fit, to pass, with or without amendment, the following resolution as a **non-binding resolution**:

“That, for the purposes of section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Company’s annual financial report for the financial year ended 30 June 2022.”

Note: the vote on this Resolution is advisory only and does not bind the Directors or the Company.

A voting prohibition statement applies to this Resolution. Please see below.

3. RESOLUTION 2 – ELECTION OF DIRECTOR – MR FRANK HUANG

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 39.1 of the Constitution and for all other purposes, for all other purposes, Mr Frank Huang, a Director, retires by rotation, and being eligible, is re-elected as a Director.”

4. RESOLUTION 3 – APPROVAL OF EMPLOYEE INCENTIVE SCHEME

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

“That, for the purposes of NSX Listing Rule 6.25(2) (iv), the adoption of the Employee Incentive Scheme, and future issuance of securities thereunder, as described in the Explanatory Memorandum, be approved.”

A voting exclusion statement applies to this Resolution. Please see below.

Dated: 31 October 2022

By order of the Board

**Miranda Yuan
Company Secretary**

Voting Prohibition Statements

Resolution 1 – Adoption of Remuneration Report

A vote on this Resolution must not be cast (in any capacity) by or on behalf of either 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 by writing that specifies the way the proxy is to vote on this Resolution; or
- (b) the voter is the Chair and the appointment of the Chair as proxy:
 - (i) does not specify the way the proxy is to vote on this Resolution; and
 - (ii) 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.

Voting Exclusion Statements

In accordance with Listing Rule 6.25 (2) (iv), the Company will disregard any votes cast in favour of the resolution set out below by or on behalf of the following persons:

Resolution 5 – Approval of Employee Incentive Scheme

Any person who is eligible to participate in the employee incentive scheme in question or an associate of that person or those persons.

However, this does not apply to a vote cast in favour of the Resolution by:

- (a) a person as a proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chair as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - (ii) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

IMPORTANT INFORMATION

Time and place of Meeting

Notice is given that the Meeting will be held at Level 17, 9 Castlereagh St, Sydney, NSW 2000 and virtually at 3:00 pm (AEDT) on Wednesday, 30 November 2022.

The Explanatory Statement provides additional information on matters to be considered at the Meeting. The Explanatory Statement and the Proxy Form each form part of the Notice.

Terms and abbreviations used in the Notice are defined in the Glossary.

Your vote is important

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

Voting eligibility

The Directors have 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 7:00pm (AEDT) on Monday, 28 November 2022.

Proxy Appointment and Voting Instructions

Proxy Form

Shareholders are strongly encouraged to vote by proxy. To vote by proxy, please complete the relevant enclosed Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form.

In accordance with section 249L of the Corporations Act, 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 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints 2 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.

If you wish to appoint the Chair as your proxy, mark the appropriate box on the Proxy Form. If you appoint the Chair as your proxy, he or she can only cast your votes on Resolution 1 (Adoption of the Remuneration Report) if you expressly authorise him or her to do so. If the person you wish to appoint as your proxy is someone other than the Chair, please write the full name of that person on the Proxy Form. If you leave this section blank, or your named proxy does not attend the Meeting, the Chair will be your proxy. A proxy need not be a Shareholder of the Company.

All resolutions at the Meeting will be decided on a poll. Shareholders are therefore strongly encouraged to lodge directed proxies in advance of the Meeting.

Corporate Shareholders

Corporate Shareholders should comply with the execution requirements set out on the Proxy Form or otherwise with the provisions of section 127 of the Corporations Act. Section 127 of the Corporations Act provides that a company may execute a document without using its common seal if the document is signed by:

- two directors of the Company;
- a director and a company secretary of the Company; or
- for a proprietary company that has a sole director who is also the sole company secretary, that director.

Corporate Representatives

A corporation may elect to appoint an individual to act as its representative in accordance with section 250D of the Corporations Act, in which case the Company will require a certificate of appointment of the corporate representative executed in accordance with the Corporations Act. The certificate of appointment must be lodged with the Company and/or the Company's share registry before the Meeting or at the registration desk on the day of the Meeting.

Votes on Resolutions

You may direct your proxy how to vote by placing a mark in the 'FOR', 'AGAINST' or 'ABSTAIN' box opposite the Resolution. All your votes will be cast in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on the Resolutions 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 the Resolutions, your proxy may vote as he or she chooses. If you mark more than one box on a Resolution your vote on that Resolution will be invalid.

As proxies will not be able to physically attend the Meeting, Shareholders are encouraged to consider appointing the Chair as their directed proxy for this Meeting, or otherwise complete the directions for each resolution on the Proxy Form. You can direct your proxy to vote "For", "Against" or "Abstain" from voting on, a resolution by marking the appropriate box in the enclosed Proxy Form.

Voting Restrictions that May Affect Your Proxy Appointment

Due to the voting exclusions that may apply to certain items of business, the Key Management Personnel and their Closely Related Parties will not be able to vote your proxy on Resolution 1 (Adoption of the Remuneration Report) unless you have directed them how to vote or, in the case of the Chair, if you expressly authorise him or her.

Chair Voting Undirected Proxies

If the Chair is your proxy, the Chair will cast your votes in accordance with your directions on the Proxy Form. If you do not mark any of the boxes on the Resolutions, then you expressly authorise the Chair to vote your undirected proxies at his/her discretion.

As at the date of this Notice, the Chair intends to vote undirected proxies FOR each of the Resolutions. In exceptional cases the Chair's intentions may subsequently change and in this event, the Company will make an announcement to the market.

Voting Eligibility – Snapshot Date

The Company may specify a time, not more than 48 hours before the Meeting, at which a "snapshot" of Shareholders will be taken for the purposes of determining Shareholder entitlements to vote at the Meeting.

The Directors have determined that all Shares of the Company that are quoted on NSX at 7.00pm AEDT on Monday, 22 November 2022 shall, for the purpose of determining voting entitlements at the Meeting, be taken to be held by the persons registered as holding the

Shares at that time. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

Defined terms

Capitalised terms used in the Notice and the Explanatory Statement are defined in the Glossary.

Questions Regarding the Notice of Meeting

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company by email to: admin@haodex.com

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. FINANCIAL STATEMENTS AND REPORTS

In accordance with the Corporations Act, the business of the Meeting will include receipt and consideration of the annual financial report of the Company for the financial year ended 30 June 2022 together with the declaration of the Directors, the Directors' report, the Remuneration Report and the auditor's report.

The Company will not provide a hard copy of the Company's annual financial report to Shareholders unless specifically requested to do so. The Company's annual financial report is available on its website at www.Haodex.com.au.

2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

2.1 General

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 company or the directors of the company.

The remuneration report sets out the company's remuneration arrangements for the directors and senior management of the company. The remuneration report is part of the directors' report contained in the annual financial report of the company for a financial year.

The chair of the meeting must allow a reasonable opportunity for its shareholders to ask questions about or make comments on the remuneration report at the annual general meeting.

2.2 Voting consequences

A company is required to put to its shareholders a resolution proposing the calling of another meeting of shareholders to consider the appointment of directors of the company (**Spill Resolution**) if, at consecutive annual general meetings, at least 25% of the votes cast on a remuneration report resolution are voted against adoption of the remuneration report and at the first of those annual general meetings a Spill Resolution was not put to vote. If required, the Spill Resolution must be put to vote at the second of those annual general meetings.

If more than 50% of votes cast are in favour of the Spill Resolution, the company must convene a shareholder meeting (**Spill Meeting**) within 90 days of the second annual general meeting.

All of the directors of the company who were in office when the directors' report (as included in the company's annual financial report for the most recent financial year) was approved, other than the 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.

Following the Spill Meeting those persons whose election or re-election as directors of the company is approved will be the directors of the company.

3. RESOLUTION 2 – ELECTION OF DIRECTOR – MR FRANK HUANG

3.1 General

The Constitution sets out the requirements for determining which Directors are to retire by rotation at an annual general meeting.

Mr Frank Huang who has served as a Director since 13 December 2017 retires by rotation pursuant to Clause 39.1(c) of the Constitution and seeks re- election.

3.2 Qualifications and other material directorships

Mr Huang has had over 25 years of executive management experience across a number of Australian and International companies and has been involved in a number of corporate leader roles within the technology sector.

Mr Huang has extensive corporate leadership skills and strong financial and business planning capabilities. This provides him with the capacity to manage the complete cycle of commercial activity, from strategy development, corporate financing, operational implementation and ongoing growth via organic means and/or acquisition.

Mr Huang is a Bachelor of Aeronautical Engineering from China Civil Aviation University.

3.3 Independence

If elected the Board does not consider Mr Huang will be an independent Director.

3.4 Board recommendation

The Board has reviewed Mr Huang's performance since his appointment to the Board and considers that Mr Huang's skills and experience will continue to enhance the Board's ability to perform its role. Accordingly, the Board supports the election of Mr Bangur and recommends that Shareholders vote in favour of Resolution 2.

4. RESOLUTION 3 –APPROVAL OF EMPLOYEE INCENTIVE SCHEME

4.1 General

Subject to Shareholder approval, the Company is proposing to adopt a Employee Incentive Plan to:

- (a) Establish a method by which directors or employees of Haodex Limited (Eligible Persons) can participate in the future growth and profitability of the Company;
- (b) Provide an incentive and reward for Eligible Persons for their contributions to the Company;and
- (c) Attract and retain a high standard of managerial and technical personnel for the benefit of the Company.

Shareholder approval of the Employee Incentive Plan is being sought to enable the Company to issue Awards to the Eligible Persons of the Company and to issue Shares to those Eligible Persons if they choose to exercise the the Awards, without

being required to include the Awards within the Company's 15% limite for the purpose of NSX Listing Rule 6.25.

4.2 Purpose

The Board is of the opinion that the engagement and retention of highly-skilled and qualified executives and employees will be a crucial factor in the Company's ongoing commercial success. The Board considers that for the purposes of achieving strategic objectives, acting as a reputable and competitive player in the market, and maximizing shareholder value, it is important to be able to offer balanced and proportionate remuneration to the Company's human capital assets.

In light of the reasoning, the Board considers that the Company can either:

- (a) Offer higher cash remuneration; or
- (b) Offer Award to such Eligible Employee under a plan such as the proposed Employee Incentive Scheme.

Amongst the benefits of the second options, the Board notes the benefits the Company will experience from paying out less in executive/employee pay as well as the extensive academic research which demonstrates that executives/employees who are incentivized under a Employee Incentive Scheme have greater aligned interests with the members of the Company.

4.3 NSX Listing Rule 6.25

NSX Listing Rule 6.25 allows an entity to issue(or agree to issue) equity securities up to 15% of the Company's ordinary securities on issue in any 12-month period without the approval of the Shareholders of the Company. If the Company wishes to issue equity securities above its 15% capacity, the Company must obtain shareholder approval at a general meeting prior to the issue, unless an exception applies.

NSX Listing Rule 6.25(2) provides an exception to NSX Listing Rule 6.25 in that NSX Listing Rule 6.25 does not apply to an issue of securities under an employee incentive scheme if the holders of the entity's Ordinary Securities have approved the issue of equity securities under the scheme.

Futher information is provided as follows:

- (a) a summary of the terms of the Employee Incentive Scheme is set out in Schedule 1 to these Explannatory Notes;
- (b) 7,599,767 securities have been issued to, or for the benefit of Eligible Persons under the Employee Incentive Scheme was approed by Shareholders on
- (c) a voting exclusion statement is required for this resolution under applicable law and regulation and has been set out with the resolution in this Notice of Meeting.

4.4 Directors' Recommendation

The Chair itends to bote undirected proxies in favour of this Resolution. The Board supports the Employee Incentive Scheme and recommends that Shareholders vote in favour of Resolution 3.

GLOSSARY

\$ means Australian dollars.

AEDT means Australian Eastern Daylight Time.

Annual General Meeting or **Meeting** means the meeting convened by the Notice.

ASIC means the Australian Securities & Investments Commission.

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.

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 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) a person prescribed by the Corporations Regulations 2001 (Cth) for the purposes of the definition of 'closely related party' in the Corporations Act.

Company means Haodex Limited (ACN 623 392 325).

Constitution means the Company's constitution.

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

Directors means the current directors of the Company.

Employee Incentive Scheme means the Haodex Limited Employee Incentive Scheme that is subject of Resolution 3. The material terms of the Scheme are set out in Schedule 1.

Eligible Employees means any employee, officer, director or consultant (or their nominee) of the Company or any related body corporate of the Company.

Equity Securities includes a Share, a right to a Share or Option, an Option, a convertible security and any security that NSX decides to classify as an Equity Security.

Explanatory Statement means the explanatory statement accompanying the Notice.

Key Management Personnel has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or

indirectly, including any director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.

Listing Rules means the Listing Rules of NSX.

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

NSX means the National Stock Exchange of Australian ABN 11 000 902 063

NSX Listing Rules or **Listing Rules** means the official NSX Listing Rules of the NSX and any other rules of the NSX which are applicable while the Company is admitted to the official list of the NSX, as amended or replaced from time to time, except to the extent of any express written waiver by the NSX

Participant means an Eligible Employee to whom Awards are issued in accordance with the Employee Incentive Scheme

Proxy Form means the proxy form accompanying the Notice.

Remuneration Report means the remuneration report set out in the Director's report section of the Company's annual financial report for the year ended 30 June 2022.

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.

SCHEDULE 1 SUMMARY OF EMPLOYEE INCENTIVE SCHEME

The key terms of the Employee Incentive Scheme (**Plan**) are as follows:

- (a) **Eligibility:** Eligible Employees – Any employee, officer, director or consultant (or their nominee) of the Company or any related body corporate of the Company.
- who is declared by the Board to be eligible to receive grants of Awards under the Plan (**Eligible Employees**).
- (b) **Offer and Conditions:** The Board may, from time to time, in its absolute discretion, make a written offer to any Eligible Employee (including an Eligible Employee who has previously received an offer) to apply for Awards, upon the terms set out in the and upon such additional terms and conditions as the Board determines (**Offer**). The Offer Letter may specify:
- (i) the identity of the Employee to whom the Offer is made;
 - (ii) the type of Awards being offered;
 - (iii) the number of Awards being offered;
 - (iv) any Vesting Conditions for the Awards;
 - (v) any trustee or nominee holdings arrangements required to be entered into in connection with the Awards;
 - (vi) the Issue Price and/or Exercise Price for the Awards, or the manner in which the Issue Price and/or Exercise Price is to be determined;
 - (vii) the Expiry Date (if any);
 - (viii) any Restriction Period;
 - (ix) any other terms or conditions that the Board decides to include; and
 - (x) any other matters required to be specified in the Offer by either the Corporations Act or the Listing Rules.
- (c) **Limit:** An Offer of Awards must not be made to any Eligible Employee in accordance with the Plan if the Board have reasonable grounds to believe that the total number of Shares the subject of Offer of Awards, when aggregated with the number of Shares issued or that may be issued as a result of offers made at any time during the previous 5 years period under the Plan, but disregarding any Offer, or Award offered or issued by way of or as a result of:
- (i) an offer to a person situated outside Australia at the time of receipt of the offer;
 - (ii) an offer that did not need disclosure to investors because of section 708 of the Corporations Act; or
 - (iii) an offer made under a disclosure document as defined in the Corporations Act, would exceed 5% of the number of Shares on issue at the time of the Offer.

- (d) **Administration of Plan:** The Plan will be administered by the Board, or a committee of the Board, which will have an absolute discretion to determine appropriate procedures for administration of the Plan. The selection of persons to whom the Offer of Awards under the Plan, and formulate special terms and conditions and in compliance with the Listing Rules.
- (e) **Vesting and Exercise of Awards:** The Awards held by a Eligible Employee will vest in and become exercisable by that Employee upon the satisfaction of any Vesting Conditions specified in the Offer. The Vesting Conditions may be waived at the absolute discretion of the Board (unless such waiver is excluded by the terms of the Award).

Vesting Conditions under the Plan:

- (i) the Awards only vest if at the applicable vesting date, the Participant either:
(A) remains employed with a Group Member, continues to provide consulting services to a Group Member or acts as a director of a Group Member (as applicable); or
(B) ceased to do so before the applicable vesting date in circumstances where the person was a Good Leaver; and
- (ii) the Awards vest in equal one-third tranches on the first, second, and third anniversaries of the grant date of the Awards (or of another date specified in the Offer for this purpose).

Exercise of Awards:

A Participant is, subject to the Vesting Conditions under the Plan, entitled to exercise an Award on or after the Vesting Date. Any exercise must be for a minimum number or multiple of Shares (if any) as specified in the terms of the Offer. An Award may be exercised by the Participant delivering to the Company a notice stating the number of Awards to be exercised together with the Issue Price.

- (f) **Lapse of Awards:** subject to the Board's discretion, Awards that may be made under the Plan, Awards shall automatically be cancelled for no consideration where:
- (i) the Participant leaves or ceases their employment in the Company or a Group Member unless the Participant is a Good Leaver;
- (ii) the Participant is determined to have engaged in Fraudulent or Dishonest Conduct;
- (iii) the applicable Performance Criteria and/or Vesting Conditions are not achieved by the relevant time;
- (iv) the Board determines, in its reasonable opinion, that the applicable Performance Criteria and/or Vesting Conditions have not been met or cannot be met within the relevant time;

- (v) the Expiry Date has passed;
 - (vi) the Board determines that the Participant has brought the Group into disrepute or acted contrary to the interest of the Company or Group.
- (g) **Good Leaver:** a Participant who ceases to be employed by, contracted by, or a director of, a Group Member as a result of:
- (i) total or permanent disablement, or an illness which persists for at least 3 months, which in either case prevents the person from carrying out their previous functions as an employee, contractor or director;
 - (ii) genuine redundancy;
 - (iii) death;or
 - (iv) other factors determined by the Board in its discretion to constitute sufficient reason to treat the person as a Good Leaver.
- (h) **Bad Leaver:** a Participant who ceases to be employed by, contracted by, or a director of, the Company or any Group Member due to cause, including
- (i) Committed fraud or wilful misconduct;
 - (ii) Been charged with an indictable criminal offence;
 - (iii) Breached of a restrictive covenant;or
 - (iv) Committed a material breach of his or her employment;or
 - (v) Where the board determines in its absolute discretion that the Participant is not a Good Leaver.
- (i) **Buy-back:** The Company may buy-back Awards or Plan Shares in accordance with the terms of the Plan.
- (j) **Restrictions on Shares:** a Participant must not sell, transfer, grant a Security Interest over or otherwise dispose of any Restricted Awards, or agree to do any of those things, during the Restriction Period unless the Board decides otherwise in its discretion.
- (k) **Trustee:** The Company may appoint a trustee on terms and conditions which it considers appropriate to acquire and hold Shares, Options, or other securities of the Company either on behalf of the Participants or for the purposes of this Plan. Upon a Participant's exercise of its Award or at its request, the Board may consider and determine in its absolute discretion whether to issue the Shares directly to the Participant or arrange for Shares to be acquired for the benefit of the Participants by the trustee.



LODGE YOUR PROXY APPOINTMENT ONLINE



ONLINE PROXY APPOINTMENT

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.

ANNUAL GENERAL MEETING PROXY FORM

I/We being shareholder(s) of Haodex 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 Level 17, 9 Castlereagh St, Sydney NSW 2000 on 30 November 2022 at 3:00 pm (AEDT)** 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	For	Against	Abstain*
1 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Election of Director – Mr Frank Huang	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Approval of Employee Incentive Scheme	<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.

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.

VOTING EXCLUSION STATEMENT

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.

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 3:00 pm (AEDT) on 28 November 2022, 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



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



IN PERSON

Advanced Share Registry Limited
110 Stirling Hwy, Nedlands WA 6009



ALL ENQUIRIES TO

Telephone: +61 8 9389 8033