

NANOPAC INNOVATION LIMITED
NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the outstanding 2020 Annual General Meeting of NANOPAC INNOVATION LIMITED will be held at 23 Jalan MJ 16, Taman Meranti Jaya, 47120 Puchong, Selangor, Malaysia on the 20th day of April 2022 at 9.00AM to consider and if thought fit pass as ordinary resolutions the resolutions set out below:

Ordinary

1. ADOPTION OF ANNUAL FINANCIAL ACCOUNTS
2. ADOPTION OF RENUMERATION REPORT
3. ELECTION OF DIRECTOR

That Cheng Kok Leong who retires in accordance with Article 18.4 of the Company's Articles of Association, and being eligible who offers himself for election be elected as director.

4. APPOINTMENT OF AUDITOR. – Australia

That ESV Business Advise and Accounting who were appointed by the Directors on 28 October 2020 as an auditor of the Company in Australia be re- appointed as an auditor of the Company.

5. APPOINTMENT OF AUDITOR -Malaysia

That ACT Partners who were appointed by the Directors as an auditor of the Company in Malaysia on 26 October 2021 be re- appointed as an auditor of the Company.

6. That Article 18.1 of the Companies Memorandum and Articles of Association be amended by deleting the word “three” and replacing it with the word “two”.

An explanatory memorandum in respect of the resolution accompanies this notice.

DATED 17th day of March 2022

BY ORDER OF THE BOARD

ANDREW DAVID BRISTOW
SECRETARY

Proxies

Members entitled to vote may attend the general meeting in person or by proxy. A proxy form for the meeting is attached . Proxy forms must be completed and signed by a member wishing to appoint a proxy.

Proxies must be lodged at Nanopac Innovation Ltd 31 Highgate Cct Kellyville NSW 2155 or at the following electronic address abristowhighgatelegal.com.au at least 48 hours prior to the meeting.

CDI HOLDERS

Holders of Chess Depository Instruments (CDIs) are invited to attend but are not entitled to vote personally at the Annual General Meeting. Chess Depositing Nominees Pty Ltd (CDN) holds legal title to the Company's shares for and behalf of the CDI holders as the beneficial owners of the Company's shares held by CDN. CDI holders should direct CDN on how to vote with respect of the resolutions described in the Notice of Meeting. CDN must exercise its right to vote by proxy at the Annual General Meeting in accordance with the Directors of CDI holders. A form of Direction to CDN is attached.

Explanatory Statement

Resolution 2 -Remuneration Report.

As the Company is listed on the National Stock Exchange of Australia Limited, which is an Australian Recognised Stock Exchange, it has been decided to adopt various Australian governance protocols.

An Australian publicly listed company must at each Annual General Meeting allow members to adopt the Remuneration Report set out in the Company's financial accounts. Such a resolution is non – binding on the directors if it is not passed, meaning the Company and the directors are not required to take any action if the resolution is defeated.

If a 25% 'no' vote in respect of the remuneration report is received then the directors must explain whether shareholder concerns have been taken into account in the next remuneration report.

If a 25% 'no' vote occurs for two years running then at the second Annual General Meeting a procedural vote must be held in relation as to whether the directors must stand for re-election within 90 days. If passed then the directors must arrange for another general meeting within 90 days at which all directors who were in office when the remuneration report was considered at the Annual General Meeting must stand for re-election other than the Managing Director who may continue to run the Company.

Resolution 3. – Election of Cheng Kok Leong

Cheng Kok Leong retires by notation pursuant to Article 18.4 of the Company's Memorandum and Articles of Association offers himself for re – election.

Resolution 4 – Appointment of ESV as Auditor

On 28 October 2020 ESV Business Advice and Accounting were appointed as Auditors of the Company. While there is no requirement under the Samoan International Companies Act to elect auditors the Board has decided to seek shareholder approval of the appointment and re – election of ESV Business Advice and Accounting as an auditor of the Company.

Resolution 5 – Appointment of ARC Partners as Auditor.

On 26 October 2021 ARC partners were appointed as auditors of the Company. As in the case of Resolution 4 the Board has decided to seek shareholder approval of the appointment and re – election of ARC Partners as auditors of the Company.

Resolution 6 – Amendment of Article 18.1

Article 18.1 of the Company's Articles of Association provides that the minimum number of directors is three and the maximum number is 10 unless the Company otherwise resolves. The initial member of the Company resolved that the minimum number of Directors would be two. It is proposed so as to avoid any confusion to amend Article 18.1 so that it clearly states the minimum number of directors be two unless the Company otherwise resolves.