

Dear Shareholder

Constellation Technologies Limited Annual General Meeting

The Company hereby announces its intention to hold its Annual General Meeting of Shareholders on Wednesday 25th November 2020 at 11.00am. This meeting will be a Virtual Annual General Meeting. (refer COVID-19 safety precautions below)

The agenda of the meeting will be to consider the following items of business:

- Financial Statements
- Remuneration Report.
- Re-election of Director – Mr Leath Nicholson
- Replacement of the Company's Constitution

COVID-19 safety precautions

In light of current laws and recommendations relevant to holding physical public gatherings and social distancing, the Company has put in place arrangements to hold a **Virtual Annual General Meeting**.

To preserve the safety of our Shareholders and Employees, attendance in person at the Annual General Meeting is not possible.

Shareholders wishing to attend the meeting are requested to register to attend the meeting virtually using Webinar Conferencing facilities that the Company has put in place. Shareholders can register at the Company's website www.ct1limited.com.

You are requested to register for attendance at the meeting up to 48 hours prior to the meeting to allow for verification of your shareholding. You will then be sent a private link to participate in the meeting.

The Chairman and management will provide an update to shareholders at the meeting. Should you have any questions you would like to ask of the Company, please email these to our Company Secretary, Ms Terri Bakos at terri@ct1limited.com 48 hours prior to the meeting. Subject to Shareholder numbers or technology interruptions, there could potentially be limited availability to ask questions live on the day of the meeting.

Shareholders are strongly encouraged to **vote prior to the meeting by submitting their proxy form** in accordance with the voting instructions on the proxy form. A poll will be carried out on the day of the meeting for all Resolutions based on the proxy voting submitted prior to the meeting and shareholder participation at the meeting.

Shareholders will be able to ask questions during the meeting

By order of the Board



Terri Bakos
Company Secretary
22 October 2020

Notice of General Meeting

Constellation Technologies Limited ACN 009 213 754

Notice is given that the Annual General Meeting of Constellation Technologies Limited ACN 009 213 754 (**Company** or **CT1**) will be held on Wednesday 25th November 2020 at 11.00am. This meeting will be a **virtual meeting** due to Government imposed restrictions on public gatherings that are currently in place as at the date of this Notice of Meeting. Shareholders may attend the meeting by registering at:

www.ct1limited.com

Once you register and your shareholding verified, you will be sent a private link to attend the meeting prior to the meeting.

You must register for this meeting 48 hours prior to the meeting to enable the Company to verify that you are a Shareholder of the Company.

BUSINESS

1. Financial Statements and Reports

To receive the Annual Financial Statements of Constellation Technologies Limited for the year ended 30 June 2020, together with the Directors' Report and the Auditor's Report as set out in the Annual Report.

A copy of the Annual Report can be downloaded at www.ct1limited.com

2. Resolution 1 – Remuneration Report

To consider and, if in favour, pass the following Resolution in accordance with Section 250R(2) of the Corporations Act 2001 (Cth):

'That the Remuneration Report section of the Director's Report for the Company for the year ended 30 June 2020 be adopted.'

3. Resolution 2- Re-election of Mr Leath Nicholson

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

'That Mr Leath Nicholson, a Non-Executive Director, who retires by rotation in accordance with Article 13.5 of the Constitution, and being eligible, be re-elected as a Director of the Company.'

4. Resolution 3- Change of Company Auditors

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

‘That for the purposes of the Corporations Act 2001 (Cth) and for all other purposes, PKF Brisbane Audit, having been nominated by a member and consented in writing to act in the capacity of auditor, be appointed as auditor of the Company.’

5. Resolution 4- Replacement of the Company’s Constitution

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

‘That pursuant to Section 136 of the Corporations Act 2001 (Cth), the document entitled “Constitution of Constellation Technologies Limited” to be tabled at the Annual General Meeting and signed by the Chairman for identification purposes, be adopted as the Constitution of the Company in substitution for the current Constitution of the Company, with effect from the end of the meeting.’

Dated: 22 October 2020

By order of the Board

A handwritten signature in blue ink, appearing to read 'Terri Bakos', is written over a light blue rectangular background.

Terri Bakos
Company Secretary

Voting restrictions Corporations Act

Resolution 1: Remuneration Report

The Company will disregard votes cast by a member of the Key Management Personnel or their closely related parties, details of whose remuneration are included in the Remuneration Report, or a closely related party of such a member, in contravention of Section 250R or 250BD of Corporations Act 2001 (Cth),

Notwithstanding the above voting restriction, a KMP may cast a proxy where they proxy specified in writing how the KMP is to vote (except proxies cast on behalf of another KMP). The Chair is permitted to vote undirected proxies where the shareholder expressly authorises the chair to exercise the proxy.

Accordingly, if you have appointed the Chair (either directly or by default) as your proxy and you have not directed them how to vote you are authorising the chair to exercise the proxy in respect of the above resolutions notwithstanding that the Chair or KMP may benefit.

Key Management Personnel ('KMP') are identified at page 18 of the 2020 Annual Report.

'Closely related parties' of KMP are defined in Corporations Act 2001 (Cth), to include certain of family members, dependents and companies they control.

Other information

Resolution 3

As Resolution 3 is a **special resolution**, it will require 75% of shareholders eligible to vote to vote in favour of the resolution to pass.

Notes

- 1 Subject to the Corporations Act, including section 250BD, a Shareholder who is entitled to attend and cast a vote at the meeting is entitled to appoint a proxy.
- 2 The proxy need not be a Shareholder of the Company. 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.
- 1 If you wish to appoint a proxy and are entitled to do so, then complete and return the **attached** proxy form.
- 2 A corporation may elect to appoint a representative in accordance with the Corporations Act in which case the Company will require written proof of the representative's appointment which must be lodged with or presented to the Company before the meeting.
- 3 The Company has determined under regulation 7.11.37 Corporations Regulations that for the purpose of determining an entitlement to vote and attend at the meeting or any adjourned meeting, securities are taken to be held by those persons recorded in the Company's register of Shareholders as at 7.00pm (Melbourne time) on Monday, 23 November 2020. Transactions registered after that time will be disregarded in determining ability to attend and vote.
- 4 If you have any queries on how to cast your votes then please email the Company Secretary at terri@ct1limited.com.

Explanatory Memorandum

CCP Technologies Limited ACN 009 213 754

This Explanatory Memorandum accompanies the notice of Annual General Meeting of the Company to be held virtually on Wednesday, 25 November 2020 at 11.00am (Melbourne time). Shareholders are encouraged to register to attend this meeting via Webinar Conferencing facilities that have been put in place.

Details of how to register for this meeting are set out in the notice of meeting

The Explanatory Memorandum has been prepared to assist Shareholders in determining how to vote on the Resolutions set out in the Notice of Meeting and is intended to be read in conjunction with the Notice of Meeting.

1. Financial Statements and Reports

The Corporations Act requires that the report of Directors, the Auditor's Report and the Financial Report be laid before the Annual General Meeting.

Apart from the matters involving remuneration which are required to be voted upon, neither the Corporations Act nor the Constitution requires a vote of Shareholders at the Annual General Meeting on the financial statements or reports.

Shareholders will be given reasonable opportunity at the meeting to raise questions and make comments on these reports.

In addition to asking questions at the meeting, Shareholders may address written questions to the Chairman about the management of the Company, or to the company's auditor, if the question is relevant to:

- a) The content of the auditors report, or
- b) The conduct of the audit of the Annual Financial Report to be considered at the meeting.

Note: under Section 250PA(1) of the Corporations Act 2001 (Cth), a Shareholder must submit any questions to the Company no later than the fifth business day before the day on which the AGM is held.

Written questions for the Auditor must be delivered to the Company's auditor: Company Secretary, Constellation Technologies Limited, Level 7, 420 Collins Street, Melbourne VIC 300

or

terri@ct1limited.com.

2. Resolution 1: Remuneration Report

The Remuneration Report is contained in the Annual Report, which is available on the Ct1 website:

www.ct1limited.com.

The Corporations Act requires that the Remuneration Report be put to a vote of Shareholders for adoption.

This Resolution of Shareholders is advisory only and not binding on the Company. The Board will take the discussion at the meeting into consideration when determining CT1's Remuneration Policy and appropriately respond to any concerns Shareholders may raise in relation to remuneration issues.

The Remuneration Report

- a) Reports and explains the remuneration arrangements in place for Executive Directors, senior management and Non-executive Directors.
- b) Explains board policies in relation to the nature and value of remuneration paid to Non-executive Directors, executive and senior management within CT1; and
- c) Discusses the relationship between the board policies and CT1 performance.

Whilst the vote on this Resolution is advisory only, and does not bind the Directors of the Company, under the Corporations Act 2001, if 25% or more votes that are cast at the meeting are voted against the adopted of the Remuneration Report at two consecutive AGM's, Shareholders will be required to vote at the second of those AGM's on a resolution (**Spill Resolution**) that another meeting be held within 90 days at which all the Company's Directors (other than any Managing Director) must be up for re-election.

Shareholders will recall that not more than 25% of the votes cast were cast again the Remuneration Resolution at the 2019 AGM and therefore, there will be no requirement at this AGM for a Spill Resolution.

The Chairman will give Shareholders a reasonable opportunity to ask questions about, or to make comments on, the Remuneration Report.

As the Resolution relates to matters including the remuneration of Directors, the Board, as a matter of Corporate Governance and in accordance with the spirit of Section 250R(4) of the Corporations Act 2001 (Cth), makes no recommendation regarding this Resolution. Voting restrictions apply to this resolution.

3. Resolution 2 – Re-election of Mr Leath Nicholson

Article 13.5 of the Company's Constitution provides that at each AGM one-third of the Directors (except for the Managing Director), or, if their number is not three or a multiple of three then the number nearest but not exceeding one-third, shall retire from office by rotation. The Directors to retire in every year shall be those who have been longest in office since their last election but as between persons who became Directors on the same day shall (unless they otherwise agreed between themselves) be determined by lot.

The Board has determined that Mr Leath Nicholson will retire from office under Article 13.5 of the Constitution and stand for re-election.

Mr Nicholson retires from office under article 13.5 of the Constitution and stands for re-election to the Board. He was appointed as a director on 14 October 2016.

Mr Nicholson was a corporate partner at a leading Melbourne law firm, gaining experience with a breadth of ASX listed entities, before co-founding Foster Nicholson (now Nicholson Ryan) in 2008. Leath's principal clients continue to be ASX listed companies and high net worth individuals. Leath has particular expertise in mergers and acquisitions, IT based transactions, and corporate governance.

Mr Nicholson currently holds a directorship with one other public company, AMA Group Limited. The board believes that Mr Nicholson has sufficient time to fulfil his duties as a director of Constellation Technologies Limited.

The directors (other Mr Nicholson), recommend the re-appointment of Mr Nicholson.

4. Resolution 3 – Change of Company Auditors

During the year ended 30 June 2020, BDO Audit Pty Ltd (BDO) resigned as the Company's Auditors. The directors approved the appointment of PKF Brisbane Audit (PKF) as the Company's auditor until this Annual General Meeting.

The change in auditor arose as a result of the Company's recent recapitalisation, rationalisation of costs and expansion into China.

A Notice of Nomination to appoint PKF as the Company's auditor is attached to this Notice of Meeting as Annexure A.

Shareholders at this meeting are being asked to vote on the appointment of PKF as the Company's Auditor effective from the 2020 Annual General Meeting.

ASIC has given consent to the change in auditor.

The directors unanimously recommend shareholders vote in favour of Resolution 3.

5. Resolution 4 – Replacement of the Company's Constitution

In accordance with Section 136(2) of the Corporations Act 2001 (Cth) a company may replace its Constitution by special resolution of shareholders.

Constellation Technologies Limited was incorporated in 1987. Due to the age of the Company, its Constitution is relatively silent on the use of technology to assist directors in the administration of the Company, with Directors having to rely on very generic powers bestowed upon them under the Constitution to conduct General Meetings and Voting in an electronic format.

Due to the success of the Company's hybrid General Meeting held in May this year and positive feedback from Shareholders, the Company would like to hold future General Meetings in a hybrid or fully virtual format in the future should the Board deem it cost effective and an appropriate measure to increase Shareholder participation.

Rather than spend considerable time and expense updating the Company's Constitution, the Board has deemed that adopting a new modern Constitution appropriate in the circumstances. The replacement Constitution does not otherwise materially alter the rights of the Shareholders.

A copies of the current Constitution and proposed new Company Constitution can be viewed on the Company's website at: www.ct1limited.com.

This Resolution is a special resolution that can only be passed if at least 75% of the total votes cast by the Shareholders entitled to vote on this Resolution are voted in favour. If Shareholders vote in favour of this Resolution, the new Constitution will operate from the date on which the special resolution is passed and will not affect the validity or acts or appointments under the existing Constitution.

The directors unanimously recommend shareholders vote in favour of Resolution 4.

Annexure A

Constellation Technologies Limited

Notice of Nomination of Auditor

6 May 2020

The Board
CCP Technologies Limited
Level 7
420 Collins Street
Melbourne VIC 3000

Dear Board

I the undersigned being a shareholder of CCP Technologies Limited hereby nominate PKF Audit Brisbane for appointment as auditor of the Company at the forthcoming Annual General Meeting.

Kind Regards



Charmane Jarvis



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.

2020 ANNUAL GENERAL MEETING PROXY FORM

I/We being shareholder(s) of Constellation Technologies 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 **virtually on 25th November 2020 at 11.00am (Melbourne time)** 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, an ASX 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	Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2	Re-election of Mr Leath Nicholson	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3	Change of Company Auditors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4	Replacement of the Company's Constitution	<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)



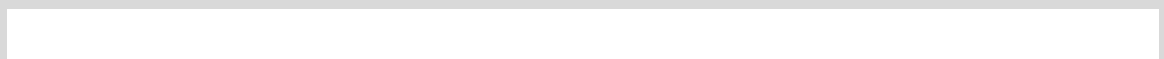
Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

This form should be signed by the shareholder. If a joint holding, all the shareholder 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.

COMPLIANCE WITH LISTING RULE 14.11

In accordance with Listing Rule 14.11, 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. Listing Rule 14.11 requires you 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.

By lodging your proxy votes, you confirm to the company you are in compliance with Listing Rule 14.11.

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 11.00am (Melbourne time) on 23 November 2020, 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