



10 January 2025

Dear Shareholder,

MEDLAB CLINICAL LIMITED ANNUAL GENERAL MEETING – NOTICE and PROXY FORM

Medlab Clinical Limited (ASX: MDC) advises Shareholders that the Company will hold its annual general meeting of Shareholders at the offices of Nova Legal, 50 Kings Park Road, Perth, WA 6005 on Thursday, 13th February 2025 at 9:00am (AWST) (**Meeting**).

The Directors have decided that the Meeting will be held in person.

Notice of Meeting

Your proxy voting instructions for the meeting should be lodged by no later than 9.00am AWST on Tuesday, 11th February 2025, being not less than 48 hours before the commencement of the Meeting. Any proxy forms received after that time will not be valid for the Meeting.

Shareholders are encouraged to complete and lodge their proxy forms online at

<https://investor.automic.com.au/#/loginsah> or otherwise in accordance with the instructions set out in the proxy form.

Proxy voting options:

- online at <https://investor.automic.com.au/#/loginsah>
- by mail to Automic, PO Box 5193, Sydney NSW 2001
- by email to meetings@automicgroup.com.au
- by Fax on +61 2 8583 3040
- or in person to Automic, Level 5, 126 Phillip Street, Sydney NSW 2000

The Notice of Meeting is important and should be read in its entirety. If shareholders have any difficulties obtaining a copy of the Notice of Meeting, please contact the Company's share registry, Automic on 1300 288 664 (within Australia) or +61 2 9698 5414 (from overseas).

In the event as necessary or appropriate for the Company to make alternative arrangements for the Meeting, information will be provided to the shareholders via Company's ASX market announcements platform.

The Company thanks you for your continued support.

Yours faithfully

Kerem Kaya
Company Secretary



Medlab Clinical Ltd

(ACN 169 149 071)

NOTICE OF 2023 ANNUAL GENERAL MEETING AND EXPLANATORY MEMORANDUM

Thursday 13th February 2025

9am AWST

To be held at: 50 Kings Park Road, Perth Western Australia 6005

This Notice of Annual General Meeting and Explanatory Memorandum should be read in its entirety. If Shareholders are in doubt as to how to vote, they should seek advice from their accountant, solicitor or other professional adviser without delay.

Should you wish to discuss any matter please do not hesitate to contact the Company by telephone on 0405 229 402

NOTICE OF MEETING

Notice is given that the Annual General Meeting of Shareholders of Medlab Clinical Ltd (ACN 169 149 071) (**Company**) will be held at 50 Kings Park Road, Perth Western Australia 6005 on 13th February 2025 commencing at 9am AWST (**Meeting**).

The Explanatory Memorandum to this Notice provides additional information on matters to be considered at the Meeting. The Explanatory Memorandum and the Proxy Form are part of this Notice.

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 as Shareholders at 9am AWST on 11th February 2025.

Terms and abbreviations used in this Notice and Explanatory Memorandum are defined in Schedule 1.

AGENDA

Annual Report

To table and consider the Annual Report of the Company and its controlled entities for the financial year ended 30 June 2023, which includes the Financial Report, the Directors' Report and the Auditor's Report.

1. Resolution 1 – Adoption of Remuneration Report

To consider and, if thought fit, to pass as a **non-binding resolution** the following:

“That, for the purposes of section 250R(2) of the Corporations Act and for all other purposes, the Remuneration Report that forms part of the Directors' Report for the financial year ended 30 June 2023 be adopted by the Shareholders on the terms and conditions in the Explanatory Memorandum.”

Please note that a vote on this Resolution is advisory only and does not bind the Directors or the Company.

Voting Prohibition

In accordance with section 250R of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by, or on behalf of, a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report, or a Closely Related Party of such member. However, a vote may be cast by such person if:

- (a) the person is acting as a proxy and the Proxy Form specifies how the proxy is to vote, and the vote is not cast on behalf of a person who is otherwise excluded from voting on this Resolution as described above; or
- (b) the person is the Chair voting an undirected proxy which expressly authorises the Chair to vote on a resolution connected with the remuneration of a member of the Key Management Personnel.

2. Resolution 2 – Election of Director – Edmond Tan

To consider and, if thought fit, pass as an **ordinary resolution** the following:

“That, for the purpose of clause 11.8 of the Constitution, ASX Listing Rule 14.4, and for all other purposes, Mr Tan, a director who was appointed on 25 March 2024, retires, and being eligible for re-election, is elected as a director with immediate effect.”

3. Resolution 3 – Election of Director – Tim Walker

To consider and, if thought fit, pass as an **ordinary resolution** the following:

“That, for the purpose of clause 11.8 of the Constitution, ASX Listing Rule 14.4, and for all other purposes, Mr Walker, a director who was appointed on 25 March 2024, retires, and being eligible for re-election, is elected as a director with immediate effect.”

4. Resolution 4 – Election of Director – Joshua Light

To consider and, if thought fit, pass as an **ordinary resolution** the following:

“That, for the purpose of clause 11.8 of the Constitution, ASX Listing Rule 14.4, and for all other purposes, Mr Light, a director who was appointed on 4 December 2024, retires, and being eligible for re-election, is elected as a director with immediate effect.”

5. Resolution 5 – Appointment of MNSA as Auditor

To consider and, if thought fit, pass as an **ordinary resolution** the following:

“That, for the purposes of section 327B of the Corporations Act and for all other purposes, MNSA Pty Ltd having been nominated by a Shareholder and having consented in writing to act in the capacity of auditor, be appointment as auditor of the Company, effective from the close of the Meeting.”

Dated 10th January 2025

BY ORDER OF THE BOARD

Kerem Kaya
Company Secretary
Medlab Clinical Ltd

EXPLANATORY MEMORANDUM

1. Introduction

This Explanatory Memorandum has been prepared for the information of Shareholders of the Company in connection with the business to be conducted at the Meeting to be held at 50 Kings Park Road, Perth Western Australia 6005 on 5th February 2025 commencing at 9am AWST.

This Explanatory Memorandum should be read in conjunction with and forms part of the accompanying Notice. The purpose of this Explanatory Memorandum is to provide information to Shareholders in deciding whether or not to pass the Resolutions in the Notice.

A Proxy Form is located at the end of the Explanatory Memorandum.

2. Action to be taken by Shareholders

Shareholders should read the Notice and this Explanatory Memorandum carefully before deciding how to vote on the Resolutions.

2.1 Proxies

A Proxy Form is attached to the Notice. This is to be used by Shareholders if they wish to appoint a representative (a proxy) to vote in their place. All Shareholders are invited and encouraged to participate in the Meeting and are encouraged to lodge a directed Proxy Form to the Company in accordance with the instructions thereon. Lodgement of a Proxy Form will not preclude a Shareholder from attending and voting at the Meeting in person.

Please note that:

- (a) a member of the Company entitled to attend in person and vote at the Meeting is entitled to appoint a proxy;
- (b) a proxy need not be a member of the Company; and
- (c) a member of the Company 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, but where the proportion or number is not specified, each proxy may exercise half of the votes.

Shareholders and their proxies should be aware that:

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

Further details are set out below.

Proxy vote if appointment specifies way to vote

Section 250BB(1) of the Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, if it does:

- (a) the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (i.e. as directed); and

- (b) if the proxy has 2 or more appointments that specify different ways to vote on the resolution – the proxy must not vote on a show of hands; and
- (c) if the proxy is the Chair of the meeting at which the resolution is voted on – the proxy must vote on a poll, and must vote that way (i.e. as directed); and
- (d) if the proxy is not the Chair – the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (i.e. as directed).

Transfer of non-chair proxy to Chair in certain circumstances

Section 250BC of the Corporations Act provides that, if:

- (a) an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the Company's members; and
- (b) the appointed proxy is not the Chair of the meeting; and
- (c) at the meeting, a poll is duly demanded, or is otherwise required under section 250JA, on the question that the resolution be passed; and
- (d) either of the following applies:
 - (i) if a record of attendance is made for the meeting - the proxy is not recorded as attending;
 - (ii) the proxy does not vote on the resolution,

the Chair of the meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at the meeting.

The enclosed Proxy Form provides further details on appointing proxies and lodging Proxy Forms.

2.2 Proxy Holders and Voting Instructions

If the Chair is appointed as your proxy and the Chair is not directed how to vote, you are authorising the Chair to cast your undirected vote on all proposed resolutions.

If a member of the Company's Key Management Personnel, or a Closely Related Party of such member, is appointed as your proxy, they will not be able to vote your proxy on Resolution 1, unless you direct them how to vote.

If you intend to appoint a member of the Company's Key Management Personnel, or a Closely Related Party of such member, or the Chair, as your proxy, you are encouraged to direct them how to vote on Resolution 1, by marking "For", "Against" or "Abstain" for each of those resolutions.

2.3 Submit your Proxy Vote

Details of how to lodge your proxy are set out in the Proxy Form attached to this Notice.

3. Annual Report

There is no requirement for Shareholders to approve the Annual Report.

Shareholders will be offered the following opportunities:

- (a) discuss the Annual Report;

- (b) ask questions or make comment on the management of the Company;
- (c) ask the auditor questions about the conduct of the audit and the preparation and content of the Auditor's Report.

In addition to taking questions at the Meeting, written questions to the Chair about the management of the Company, or to the Company's auditor about:

- (a) the preparation and the content of the Auditor's Report;
- (b) the conduct of the audit;
- (c) accounting policies by the Company in relation to the preparation of the financial statements; and
- (d) the independence of the auditor in relation to the conduct of the audit,

may be submitted no later than 5 Business Days before the Meeting to the Company Secretary at the Company's registered office.

4. Resolution 1 – Adoption of Remuneration Report

Section 250R(2) of the Corporations Act provides that the Company is required to put the Remuneration Report to the vote of Shareholders. The Directors' Report contains the Remuneration Report which sets out the remuneration policy for the Company and reports the remuneration arrangements in place for the executive Directors, specified executives and non-executive Directors.

Section 250R(3) of Corporations Act provides that Resolution 1 is advisory only and does not bind the Directors of the Company of itself, a failure of Shareholders to pass Resolution 1 will not require the Directors to alter any of the arrangements in the Remuneration Report.

However, the Corporations Act also gives Shareholders the opportunity to remove the Board if the Remuneration Report receives a 'no' vote of 25% or more at two consecutive annual general meetings (**Two Strikes Rule**).

Under the Two Strikes Rule, where a resolution on the Remuneration Report receives a 'no' vote of 25% or more at two consecutive annual general meetings, the Company will be required to put to Shareholders at the second annual general meeting a resolution on whether another meeting should be held (within 90 days) at which all Directors (other than the managing director) who were in office at the date of approval of the applicable Directors' Report will cease to hold office immediately before that further meeting but may stand for re-election.

At the Company's previous annual general meeting held on 30 September 2022, the votes cast against the Remuneration Report considered at that annual general meeting were less than 25%. Accordingly, a further resolution relating to the Two Strikes Rule is not relevant for this Annual General Meeting.

The Chair will allow a reasonable opportunity for Shareholders as a whole to ask about or make comments on the Remuneration Report.

The Chair intends to exercise all undirected proxies in favour of Resolution 1. If the Chair of the Meeting is appointed as your proxy and you have not specified the way the Chair is to vote on Resolution 1, by signing and returning the Proxy Form, the Shareholder is considered to have provided the Chair with an express authorisation for the Chair to vote the proxy in accordance with the Chair's intention.

5. Resolution 2 – Election of Director – Edmond Tan

5.1 General

The Constitution allows the Directors to appoint at any time a person to be a director, either to fill a casual vacancy or as an addition to the existing Directors, but only where the total number of Directors does not at any time exceed the maximum number specified by the Constitution.

Pursuant to clause 11.8 of the Constitution and ASX Listing Rule 14.4, any Director so appointed holds office only until the next following annual general meeting and is then eligible for election by Shareholders.

Edmond Tan, having been appointed by other Directors on 25 March 2024 in accordance with the Constitution, will retire in accordance with the Constitution and ASX Listing Rule 14.4 and being eligible, seeks election from Shareholders.

5.2 Qualifications and other material directorships

Edmond is a financial services professional with over 10 years' experience in various roles which include Private Wealth Management, Family Office, and Structured Finance. In addition, he was involved in the establishment of a mid-market private equity joint venture fund with a specific focus on foreign investment into Australia.

Currently, Edmond is a Director of Regenerate Pty Ltd a rare earth magnet recycling technology based in Houston, Texas. He is also the Australian Representative for Obsidian Global Partners LLC, a structured financier for ASX listed companies.

Edmond holds a Bachelor of Commerce from Curtin University.

5.3 Board recommendation

The Board supports the re-election of Edmon Tan and recommends that Shareholders vote in favour of Resolution 2.

6. Resolution 3 – Election of Director – Tim Walker

6.1 General

The Constitution allows the Directors to appoint at any time a person to be a director, either to fill a casual vacancy or as an addition to the existing Directors, but only where the total number of Directors does not at any time exceed the maximum number specified by the Constitution.

Pursuant to clause 11.8 of the Constitution and ASX Listing Rule 14.4, any Director so appointed holds office only until the next following annual general meeting and is then eligible for election by Shareholders.

Tim Walker, having been appointed by other Directors on 25 March 2024 in accordance with the Constitution, will retire in accordance with the Constitution and ASX Listing Rule 14.4 and being eligible, seeks election from Shareholders.

6.2 Qualifications and other material directorships

Tim is a corporate finance professional with extensive experience in originating, managing, and leading a variety resource-focused transaction. Specifically, specialising in M&A transactions across the Canadian and Australian markets, IPOs, and both equity and debt financing solutions.

Tim's past directorships with exploration companies have provided him with a breadth of experience across various commodity groups, including lithium exploration, rare earth and niobium hosted carbonatite deposits, whilst also having experience transacting on iron ore and base metal projects.

Tim holds a Bachelor of Commerce from the University of Western Australia and a Certificate in Geology.

6.3 Board recommendation

The Board supports the re-election of Tim Walker and recommends that Shareholders vote in favour of Resolution 3.

7. Resolution 4 – Election of Director – Joshua Light

7.1 General

The Constitution allows the Directors to appoint at any time a person to be a director, either to fill a casual vacancy or as an addition to the existing Directors, but only where the total number of Directors does not at any time exceed the maximum number specified by the Constitution.

Pursuant to clause 11.8 of the Constitution and ASX Listing Rule 14.4, any Director so appointed holds office only until the next following annual general meeting and is then eligible for election by Shareholders.

Joshua Light, having been appointed by other Directors on 4 December 2024 in accordance with the Constitution, will retire in accordance with the Constitution and ASX Listing Rule 14.4 and being eligible, seeks election from Shareholders.

7.2 Qualifications and other material directorships

Joshua is a corporate finance specialist with broad expertise in investment banking and corporate advisory, particularly within the mining and resources sector. He has successfully managed and facilitated numerous M&A transactions and capital raisings across primary and secondary markets in Australia and North America.

Joshua brings a deep understanding of base and critical metals and has coordinated various resource-focused acquisitions at the junior market level. His extensive understanding of listing rules and compliance ensures seamless transactional execution and robust regulatory support.

Joshua holds a Bachelor of Science from Edith Cowan University.

7.3 Board recommendation

The Board supports the re-election of Joshua Light and recommends that Shareholders vote in favour of Resolution 4.

8. Resolution 5 – Appointment of MNSA as Auditor

Section 327C(1) of the Corporations Act provides that if a vacancy occurs in the office of auditor of a public company the directors must within 1 month appoint an auditor to fill the vacancy. Section 327C(2) of the Corporations Act provides that an auditor so appointed holds office until the Company's next annual general meeting.

As announced by the Company to ASX on 28 March 2024, MNSA Pty Ltd (**MNSA**) was appointed as auditor of the Company. The appointment follows the resignation of ESV

Accounting and Business Advisors (**ESV**) and ASIC's consent to the resignation in accordance with s329(5) of the Corporations Act, which occurred on the same date. The change of auditor arose as a result of ESV not having sufficient resources to meet the time frames required by the Company.

ESV has provided to the Company, and has not withdrawn, its written consent to act as auditor of the Company, in accordance with section 328A(1) of the Corporations Act.

In accordance with section 327(C)(2) and section 327B(1)(b) of the Corporations Act, ESV will only hold office as the auditor of the Company until the Company's next annual general meeting. The Company now seeks Shareholder approval for the ongoing appointment of ESV as the auditor of the Company and its controlled entities.

If Resolution 5 is passed, the appointment of ESV as the Company's auditor will take effect from the close of this Meeting.

In accordance with section 328B(1) of the Corporations Act, the Company has received a written nomination from a member of the Company to appoint ESV to fill the office of auditor of the Company. A copy of the nomination is set out in Schedule 2.

If Resolution 5 is not passed the Company will need to appoint a new auditor other than ESV.

The Directors of the Company believe Resolution 5 is in the best interest of the Company and its Shareholders and unanimously recommend that the Shareholders vote in favour of this Resolution.

SCHEDULE 1– DEFINITIONS

In this Notice and the Explanatory Memorandum:

\$ means Australian Dollars.

Annual Report means the Directors' Report, the Financial Report and the Auditor's Report in respect to the financial year ending 30 June 2023.

Associate has the meaning given in sections 12 and 16 of the Corporations Act. Section 12 is to be applied as if paragraph 12(1)(a) included a reference to the Listing Rules and on the basis that the Company is the "designated body" for the purposes of that section. A related party of a director or officer of the Company or of a Child Entity of the Company is to be taken to be an associate of the director or officer unless the contrary is established.

ASX means ASX Limited (ACN 008 624 691) and, where the context permits, the Australian Securities Exchange operated by ASX.

Auditor's Report means the auditor's report on the Financial Report.

AWST means Australian Western Standard Time, being the time in Perth, Western Australia.

Board means the board of Directors.

Business Day means:

- (a) for determining when a notice, consent or other communication is given, a day that is not a Saturday, Sunday or public holiday in the place to which the notice, consent or other communication is sent; and
- (b) for any other purpose, a day (other than a Saturday, Sunday or public holiday) on which banks are open for general banking business in Perth.

Chair means the person appointed to chair the Meeting convened by this Notice.

Closely Related Party means:

- (a) a spouse or child of the member; or
- (b) has the meaning given in section 9 of the Corporations Act.

Company means Medlab Clinical Ltd (ACN 169 149 071).

Constitution means the constitution of the Company as at the commencement of the Meeting.

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

Director means a director of the Company.

Directors' Report means the annual directors' report prepared under chapter 2M of the Corporations Act for the Company and its controlled entities contained in the Annual Report.

Explanatory Memorandum means the explanatory memorandum attached to the Notice.

Financial Report means the annual financial report prepared under Chapter 2M of the Corporations Act of the Company and its controlled entities.

Key Management Personnel means persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise) of the Company.

Listing Rules means the listing rules of ASX.

Meeting has the meaning in the introductory paragraph of the Notice.

Notice means this notice of meeting.

Option means an option which entitles the holder to subscribe for one Share.

Proxy Form means the proxy form attached to the Notice.

Remuneration Report means the remuneration report of the Company contained in the Directors' Report.

Resolution means resolution contained in the Notice.

Schedule means a schedule to this Notice.

Section means a section contained in this Explanatory Memorandum.

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

Shareholder means a shareholder of the Company.

Two Strikes Rule has the meaning in Section 4.

VWAP means volume weight average price.

In this Notice and the Explanatory Memorandum words importing the singular include the plural and vice versa.

SCHEDULE 2 – NOMINATION OF AUDITOR

10th January 2025

The Directors
Medlab Clinical Ltd
Level 2, 50 Kings Park Road
West Perth WA 6005

Dear Sirs,

NOMINATION OF AUDITOR

For the purpose of 328B(1) of the *Corporations Act 2001*, Mr Drew Townsend, being a member of Medlab Clinical Ltd (**Company**), hereby nominate MNSA Pty Ltd for the appointment as auditor of the Company.

Please distribute copies of this notice of this nomination as required by section 328B(3) of the Act.

Yours faithfully,

A handwritten signature in black ink, enclosed within a thin yellow rectangular border. The signature is stylized and appears to be 'Drew Townsend'.

Mr Drew Townsend

Your proxy voting instruction must be received by **9.00am (AWST) on Tuesday, 11 February 2025**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

Complete the form overleaf in accordance with the instructions set out below.

YOUR NAME AND ADDRESS

The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: <https://investor.automic.com.au/#/home> Shareholders sponsored by a broker should advise their broker of any changes.

STEP 1 – APPOINT A PROXY

If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chair of the Meeting will be appointed as your proxy by default.

DEFAULT TO THE CHAIR OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chair of the Meeting, who is required to vote these proxies as directed. Any undirected proxies that default to the Chair of the Meeting will be voted according to the instructions set out in this Proxy Voting Form, including where the Resolutions are connected directly or indirectly with the remuneration of Key Management Personnel.

STEP 2 - VOTES ON ITEMS OF BUSINESS

You may direct your proxy how to vote by marking one of the boxes opposite each item 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 item 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 items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

SIGNING INSTRUCTIONS

Individual: Where the holding is in one name, the Shareholder must sign.

Joint holding: Where the holding is in more than one name, all Shareholders should sign.

Power of attorney: If you have not already lodged the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Voting Form when you return it.

Companies: To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

Email Address: Please provide your email address in the space provided.

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at <https://automicgroup.com.au>.

Lodging your Proxy Voting Form:

Online

Use your computer or smartphone to appoint a proxy at <https://investor.automic.com.au/#/loginsah> or scan the QR code below using your smartphone

Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting Form.



BY MAIL:

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IN PERSON:

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