



A2A GN LTD

ACN 621 583 882

NOTICE OF ANNUAL GENERAL MEETING EXPLANATORY STATEMENT AND PROXY FORM

Date

Friday, 24 July 2020

Time

11.00am (local Malaysian Time) / 1.00pm Australian Eastern Standard Time (AEST)

Venue

Online, details on how shareholders can attend online will be distributed closer to the date.

Your vote is important

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

Voting in person

As the Meeting will be held online, voting in person will not apply, and you are encouraged to lodge a proxy vote beforehand.

Voting by proxy

To vote by proxy, please complete and sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form.

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Annual General Meeting of Shareholders of a2a GN Ltd will be held online at 11.00am (local Malaysian time) / 1.00pm Australian Eastern Standard Time (AEST), on 24 July 2020.

The Chairman of a2a GN Ltd will be voting all undirected proxies in favour of all resolutions.

AGENDA

Annual Report

To consider and receive the Financial Report and the Reports of the Directors and Auditor for the year ended 31 December 2019.

Resolution 1. Remuneration Report

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

"That, the Remuneration Report for the year ended 31 December 2019 is adopted."

Voting Exclusion: The Company will, in accordance with the requirements of the Corporations Act, disregard any votes cast on Item 1 by or on behalf of a member of the Key Management Personnel (KMP's) named in the Company's Remuneration Report or that KMP's Closely Related Parties, unless the vote is cast by a person as proxy for a person entitled to vote in accordance with a direction on the Proxy Form.

Resolution 2. Election of Tai Shoo Loo

To consider and, if thought fit, to pass the following Resolution as ordinary resolution:

*"That **Tai Shoo Loo**, who retires in accordance with clause 19.2(b) of the Company's Constitution and, being eligible offers himself for election, is appointed a Director of the Company."*

Resolution 3. Election of Yee Mun Loo

To consider and, if thought fit, to pass the following Resolution as ordinary resolution:

*"That **Yee Mun Loo**, who retires in accordance with clause 19.2(b) of the Company's Constitution and, being eligible offers himself for election, is appointed a Director of the Company."*

Resolution 4. Appointment of Company Auditor

To consider and, if thought fit, to pass the following Resolution as ordinary resolution:

"That, for the purpose of section 327B(1) of the Corporations Act and for all other purposes, William Buck Audit (Vic) Pty Ltd, having been nominated by a Shareholder and having consented in writing to act in the capacity of auditor, be appointed as the auditor of the Company."

Note: A copy of the nomination is attached to the explanatory statement.

Resolution 5. Ratification of Prior Issue of 5,000,000 Unlisted Options

To consider and, if thought fit, to pass the following Resolution as ordinary resolution:

"That, for the purposes of NSX Listing Rule 6.25(1) and for all other purposes, Shareholders ratify and approve the prior issue of 5,000,000 Options with a three-year expiry and an exercise price of A\$0.036 per Option made on 15 June 2020 for the purposes and on the terms and conditions as set out in the Explanatory Statement."

Voting Exclusion: The Company will disregard any votes cast on this Resolution by a person who participated in the issue and any of their associates.

However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form or it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy form to vote as the proxy decides.

Resolution 6. Renew Proportional Takeover Provisions in the Constitution

To consider and, if thought fit, to pass the following Resolution as a special resolution:

"That the proportional takeover provisions contained in clause 15 of the Company's Constitution be renewed for a further period of three years commencing from the date of this Annual General Meeting."

Resolution 7. Additional 10% Placement Capacity

To consider and, if thought fit, to pass the following Resolution as a special resolution:

"That, for the purposes of NSX Listing Rule 6.25(1) and for all other purposes, Shareholders approve the Company having the additional capacity to issue a further 10% equity securities in the capital of the Company over the maximum number permitted under NSX Listing Rule 6.25(1), calculated in accordance with the formula prescribed in NSX Listing Rule 6.25(1) and on the terms and conditions set out in the Explanatory Statement accompanying and forming part of the Notice of Meeting."

Voting Exclusion: The Company will disregard any votes cast on this Resolution by a person who is expected to participate in the proposed issue and any of their associates. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form or it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy form to vote as the proxy decides.

A Proxy Form is attached to this Notice.

To be valid, properly completed forms must be received by the Company no later than 11.00am (local Malaysian time) / 1.00pm Australian Eastern Standard Time (AEST) on Wednesday, 22 July 2020.

By Order of the Board



James Barrie
Company Secretary

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

Entitlement to Vote

The Directors have determined that the persons eligible to vote at the Annual General Meeting are those who are registered Shareholders of the Company at 5.00pm (local Malaysian time) / 7.00pm Australian Eastern Standard Time (AEST) on 22 July 2020.

Terms and abbreviations used in this Notice of Meeting are defined in the Glossary.

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared for the information of Shareholders in connection with the business to be conducted online on 24 July 2020 at 11.00am (local Malaysian time) / 1.00pm Australian Eastern Standard Time (AEST).

The purpose of this Explanatory Statement is to provide information which the Directors believe to be material to Shareholders in deciding whether to vote for or against the Resolutions in the Notice of Meeting.

Terms used in this Explanatory Statement will, unless the context otherwise requires, have the same meaning as given to them in the Glossary as contained in this Explanatory Statement.

Resolution 1. Remuneration Report

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 directors of the company.

The Remuneration Report sets out the Company's remuneration arrangements for Key Management Personnel of the Company. The Remuneration Report is part of the Directors' Report contained in the annual financial report of the Company for the financial year ending 31 December 2018. A reasonable opportunity will be provided for discussion of the Remuneration Report at the Annual General Meeting.

Voting consequences

Under the Corporations Act, if at least 25% of the votes cast on a remuneration report resolution are voted against the adoption of the remuneration report in two consecutive annual general meetings, the company will be required to put to shareholders a resolution proposing the calling of an extraordinary general meeting to consider the appointment of directors of the company at the second annual general meeting (Spill Resolution).

If more than 50% of shareholders vote in favour of the Spill Resolution, the company must convene the extraordinary general 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 financial year ended immediately before the second annual general meeting) was approved, other than the executive directors 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 by the shareholders will be the directors of the company.

As this is the Company's first annual general meeting a Spill Resolution is not relevant for this meeting.

Voting Restrictions

Members of the Key Management Personnel and their proxies and Closely Related Parties are restricted from voting on a resolution put to Shareholders that the Remuneration Report of the Company be adopted. Key Management Personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the entity, directly or indirectly, including any Director (whether executive or otherwise) of that entity.

The voting restriction does not apply where:

- (a) The Chairman or any other member of the Key Management Personnel is appointed in writing (by a Shareholder who is not a member of the Key Management Personnel or a Closely Related Party of Key Management Personnel) as a proxy with specific instructions on how to vote on a resolution to adopt the Remuneration Report of the Company; or
- (b) the Chairman is appointed in writing (by a Shareholder who is not Key Management Personnel or a Closely Related Party of Key Management Personnel) as a proxy with no specific instructions on how to vote on a non-binding shareholder vote on remuneration, where the Shareholder provides express authorisation for the Chairman to do so.

Shareholders should be aware that **any undirected proxies given to the Chairman will be cast by the Chairman and counted in favour of the Resolutions of this Meeting, including this Resolution 1**, subject to compliance with the Corporations Act.

Resolution 2. Election of Tai Shoo Loo (Michael Loo)

Mr. Michael Loo, the Chairman of the Company, who was originally appointed as a non-executive Director on 8 September 2017 and whose re-election was most recently approved by shareholders at the AGM held 24 April 2019, retires in accordance with clause 19.2(b) of the Company's Constitution and, being eligible, offers to stand for election as Director of the Company.

Mr. Michael Loo, has held several senior corporate positions and is the founder and president of Bio-Young (M) Sdn Bhd in Malaysia. He has over 40 years of experience in the financial, sales and marketing sectors, and has accumulated vast and invaluable hindsight in these industries.

With the arrival of the new digital era, Michael has identified an opportunity that never existed before, which helps place everyone, the privileged and the underprivileged alike, at the same starting point, that is, with equal opportunity, by capitalising on the advent of the Internet, technology advancement, sharing economy models, and the huge economic value of big data analytics, to start their quest for their life betterment through adding value to everyone.

The Directors, excluding Mr. Loo, unanimously recommend that Shareholders vote in favour of Resolution 2.

Resolution 3. Election of Yee Mun Loo

Mr. Yee Mun Loo, who was appointed as an executive Director on 8 September 2017 and whose re-election was most recently approved by shareholders at the AGM held 24 April 2019, retires in accordance with clause 19.2(b) of the Company's Constitution and, being eligible, offers to stand for election as Director of the Company.

Yee Mun graduated from the Curtin University of Technology Australia in 1996 with a Degree in Commerce (Marketing). He is also a Microsoft Certified System Engineer and holds a Diploma in Computer Technology from Informatics College in Malaysia. Yee Mun has more than 20 years of experience in the field of business development.

He started his career as a marketing and business development executive in a corporate training industry and since then has successfully progressed his career into other major corporations including HLA Berhad. Yee Mun has a particular interest in innovative business building approach and in 2016 he founded IDS Interior Décor Bhd which is a unique B2B platform that caters to suppliers, manufacturers and distributors.

The Directors, excluding Mr. Loo, unanimously recommend that Shareholders vote in favour of Resolution 3.

Resolution 4. Appointment of Company Auditor

The Directors of the Company appointed William Buck Audit (Vic) Pty Ltd as auditor on 26 February 2020 in accordance with s327A(1) of the Corporations Act.

Under s327A(2) of the Corporations Act, an auditor appointed under s327A(1) holds office until the Company's next annual general meeting.

Resolution 4 seeks Shareholder approval for the appointment of William Buck Audit (Vic) Pty Ltd as the auditor of the Company.

The Company has received a nomination for William Buck (Vic) Pty Ltd to act as its auditor. A copy of the nomination is annexed to the Explanatory Statement. The Company confirms that William Buck (Vic) Pty Ltd has given and not withdrawn its consent to act as auditor as at the date of the Notice.

The Directors unanimously recommend that Shareholders vote in favour of Resolution 4.

Resolution 5. Ratification of Prior Issue of 5,000,000 Unlisted Options

The Company seeks shareholder ratification pursuant to NSX Listing Rule 6.25(1) for a previous issue of options. The options were issued on 15 June 2020 pursuant to an option agreement dated 29 May 2020, which entitles Mega Partners Management Sdn Bhd to exercise these options to subscribe to ordinary shares in the Company. NSX Listing Rule 6.25(1) provides that a Company must not, subject to certain circumstances outlined under NSX Listing Rule 6.25(2), issue or agree to issue securities during any 12-month period in excess of 15% of the number of securities on issue at the commencement of that 12-month period without shareholder approval.

By ratifying this issue, the Company will retain the flexibility to issue equity securities in the future up to the 15% annual placement capacity as set out in NSX Listing Rule 6.25(1) without the requirement to obtain prior shareholder approval.

In accordance with NSX Listing Rule 6.25(1), the following details are provided in relation to Resolution 5:

- **Entitlement**
 - Each Option entitles the holder to subscribe for one Share upon exercise of the Option.
- **Exercise Price**
 - The amount payable upon exercise of each Option will be \$0.036 (**Exercise Price**).
- **Expiry Date**
 - Each Option will expire at 5:00 pm (EST) on the date that is three (3) years from the date of issue of the Options (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.
- **Exercise Period**
 - The Options are exercisable at any time on or prior to the Expiry Date (**Exercise Period**).
- **Notice of Exercise**
 - The Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Option certificate (**Notice of Exercise**) and payment of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.
- **Exercise Date**
 - A Notice of Exercise is only effective on and from the later of the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds (**Exercise Date**).
- **Timing of issue of Shares on exercise**
 - Within five Business Days after the Exercise Date, the Company will:
 - issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;
 - if required, issue a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and
 - if admitted to the official list of a recognised securities exchange at the time, apply for official quotation on that securities exchange of Shares issued pursuant to the exercise of the Options.

- If a notice delivered under (g)(ii) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than twenty (20) Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.
- **Shares issued on exercise**
 - Shares issued on exercise of the Options rank equally with the then issued shares of the Company.
- **Reconstruction of capital**
 - If at any time the issued capital of the Company is reconstructed, all rights of an Optionholder are to be changed in a manner consistent with the Corporations Act and if the Company is admitted to the official list of a recognised securities exchange, the listing rules of that securities exchange, at the time of the reconstruction.
- **Participation in new issues**
 - There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options without exercising the Options.
- **Change in exercise price**
 - An Option does not confer the right to a change in Exercise Price or a change in the number of underlying securities over which the Option can be exercised.
- **Transferability**
 - The Options are not transferable.
- **Quotation**
 - The Company will not apply for quotation of the Options.

The voting exclusion statement has been included in the Notice of Meeting.

The Directors unanimously recommend that Shareholders vote in favour of Resolution 5.

Resolution 6. Renew Proportional Takeover Provisions

The Company's Constitution currently contains provisions dealing with proportional takeover bids for a2a shares in accordance with the Corporations Act 2001 (Cth). The provisions, which are contained in clause 15 of the Constitution, are designed to assist shareholders to receive proper value for their shares if a proportional takeover bid is made for the Company.

Under the Corporations Act 2001 (Cth), these provisions must be renewed every three years, or they will cease to have effect. The current provisions will cease to have effect after 30 October 2020.

If approved by shareholders at this Meeting, clause 15 will operate for three years from the date of this Meeting (i.e. until 24 July 2023).

What is a proportional takeover bid?

A proportional takeover bid is a takeover offer made to all shareholders for the acquisition of their shares. However, the offer made to each shareholder is only for a specified proportion of that shareholder's shares (and that proportion is the same for all shareholders). Accordingly, if a shareholder accepts in full the offer under a proportional takeover bid, the shareholder will dispose of the specified portion of their shares in the Company and retain the balance of the shares.

Effect of the proportional takeover approval provision

In the event that a proportional takeover bid is made to shareholders of the Company, the existence of clause 15 requires the Board of the Company to convene a meeting of shareholders to vote on a resolution to approve the proportional takeover offer. Under the Corporations Act 2001 (Cth), the approving resolution must be passed at least 14 days before the offer under the proportional takeover bid closes.

To be passed, the resolution must be approved by most votes at the meeting, excluding votes by the bidder and its associates. However, the Corporations Act 2001 (Cth) also provides that, if no resolution to approve the bid has been voted on in accordance with the time required by relevant provisions of the Corporations Act 2001 (Cth), then a resolution to approve the proportional takeover bid will be deemed to have been passed.

If the resolution to approve the proportional takeover bid is passed or deemed to have been passed, the transfer of shares resulting from acceptance of an offer under that bid will be permitted, and the transfers registered, subject to the Corporations Act 2001 (Cth) and the Constitution of the Company.

If the resolution is rejected, the registration of any transfer of shares resulting from an offer under the proportional takeover bid will be prohibited, and the bid deemed to have been withdrawn.

Clause 15 does not apply to full takeover bids.

Reasons for proposing the Resolution

In the Board's view, the relevant shareholders should have the opportunity to vote on a proposed proportional takeover bid.

A proportional takeover bid for the Company may enable control of the Company to be acquired by a Party holding less than a majority interest. As a result, the relevant shareholders may not have the opportunity to dispose of all their shares and risk being part of a minority interest in the Company or suffering loss if the takeover bid causes a decrease in market price of the shares or makes the shares less attractive and, accordingly, more difficult to sell. Clause 15 would only permit this to occur with the approval of a majority of the relevant shareholders.

Potential advantages and disadvantages

For relevant shareholders, the potential advantages of Clause 15 have been, and continue to be, that it will provide them with the opportunity to consider and discuss a proportional takeover bid in a meeting specifically called for that purpose, and vote on whether a proportional takeover bid should be approved. This has afforded and continues to afford the relevant shareholders an opportunity to have a say in the future ownership and control of the Company and help the shareholders avoid being locked into a minority. The Board believes that this will encourage any proportional takeover bid to be structured so as to be attractive to at least a majority of relevant shareholders. It may also discourage the making of a proportional takeover bid that may be considered opportunistic.

Finally, knowing the view of the majority of the relevant shareholders may help each individual shareholder to assess the likely outcome of the proportional takeover bid and decide whether or not to accept an offer under the bid.

On the other hand, the potential disadvantage for the relevant shareholders arising from Clause 15 has been, and continues to be, that proportional takeover bids may be discouraged by the further procedural steps that Clause 15 will necessitate and, accordingly, may reduce the opportunities which shareholders may have to sell all or some of their shares at a premium to persons seeking control of the Company and may reduce any takeover speculation element in the Company's share price. Clause 15 may also be considered an additional restriction on the ability of individual shareholders to deal freely in their shares.

The Company's Directors do not consider that there are any advantages or disadvantages specific to the Directors in relation to Clause 15. The Board will continue to remain free to make a recommendation to shareholders as to whether a proportional takeover bid should be accepted.

Present acquisition proposals

As at the date on which this Explanatory Statement is prepared, no Director is aware of a proposal by any person to acquire, or to increase the extent of, a substantial interest in the Company.

The Directors unanimously recommend that Shareholders vote in favour of Resolution 6.

Resolution 7. Additional 10% Placement Capacity

Under NSX Listing Rule 6.25(1), companies may seek shareholder approval by special resolution passed at an annual general meeting to have the additional capacity to issue equity securities which do not exceed an approved level without further shareholder approval.

Approval under this Resolution 7 is sought for the Company to issue an additional 10% of equity securities in the capital of the Company over the maximum number permitted under NSX Listing Rule 6.25(1).

If Resolution 7 is approved, the Company may make an issue of equity under NSX Listing Rule 6.25(1) at any time (either on a single date or progressively) up until the earlier of:

- The date which is 12 months after the date of the Annual General Meeting (i.e. 24 July 2021); or
- The date on which shareholders approve a Significant Transaction under NSX Listing Rule 6.41.

The maximum number of equity securities which may be issued in the capital of the Company under the approval sought by this Resolution 7 will be determined in accordance with the following formula prescribed in NSX Listing Rule 6.25(1):

$$[(A + B - C) * 0.15] - D$$

where:

A = the number of *equity securities* in the same class on issue 12 months before the date of the issue or date of listing if in the last 12 months;

B = the number of *equity securities* in the same class issued in the 12 months before the date of issue under an exception set out in Rule 6.25(2) or with the approval of the holders of ordinary securities;

C = the number of *equity securities* in the same class cancelled in the 12 months before the date of issue; and

D = the number of *equity securities* in the same class, issued in the 12 months before the date of issue but not with the approval or under an exception set out in Rule 6.25(2), **plus** the number of *equity securities* in a class of *equity securities* not on issue 12 months before the month of issue, and not issued with approval or under an exception set out in Rule 6.25(2). Convertible *securities* are deemed to be the maximum number of *equity securities* that they convert into.

Rule 6.25(1) of the NSX Listing Rules, in conjunction with rule 2.1 of the Company's Constitution, permit the Directors to issue equity exceeding the Company's 15% placement capacity if shareholder approval is obtained and without using the Company's 15% placement capacity.

The Directors are seeking an additional capacity to issue up to a further 10% equity securities without further shareholder approval and therefore allow it to take advantages of opportunities to obtain further funds if required and available in future.

As at the date of this Explanatory Statement, the Company has the following equity securities on issue:

- 202,087,325 ordinary shares; and
- 5,000,000 unlisted options to acquire ordinary shares (subject to approval of Resolution 5).

As at the date of this Explanatory Statement, the Company has not formed an intention to offer any equity securities under the proposed additional 10% placement capacity to any particular person or at any particular time. The total amount that may be raised under the proposed additional 10% placement capacity will depend on the issue price of such securities at that time, with some of the purposes for which the Company may issue equity securities include but are not limited to:

- Raising funds for working capital purposes, in particular the continued development and rollout of the Company's flagship JomSave project;
- Acquiring assets (which would require a subsequent release of the valuation of the assets) for which the non-cash consideration was substituted; or
- Paying contractors or consultants of the Company.

Any additional shares issued under this proposed additional 10% placement capacity would be issued on the same terms as, and rank equally with, all pre-existing Shares on issue. All Shares are intended to be quoted on the NSX. None of the equity securities would be issued to a related party within the meaning of the *Corporations Act 2001* without further specific shareholder approval being obtained.

If the Shares are issued within the additional 10% placement capacity, Shareholders are at risk of economic and voting dilution. In particular, there is a risk that the Shares may be issued at a price that is at a discount to the market price for those Shares on the issue date.

The following table illustrates the potential for dilution of Shareholders if Shares are issued within the Company's additional placement capacity:

Dilution Table	No additional placement used	15% placement capacity used	10% additional placement also used
Total equity currently on issue¹	207,087,325	207,087,325	207,087,325
New equity securities	-	31,063,099	51,771,831
New total equity on issue	207,087,325	238,150,424	258,859,156
Percentage interest of a non-participating Shareholder holding 100,000 Shares	0.05%	0.04%	0.04%
Percentage interest of a non-participating Shareholder holding 500,000 Shares	0.24%	0.21%	0.19%
Percentage interest of a non-participating Shareholder holding 1,000,000 Shares	0.48%	0.42%	0.39%

Conversely, the Directors may decide not to utilise any additional placement capacity and hence not issue Shares within the additional placement capacity.

By arrangement with the NSX, if Resolution 7 is passed, the Company will make announcements to the market as soon as practicable after 50%, 75% and 100% of the additional placement capacity has been used. These announcements will be in addition to the usual NSX Quotation of Additional Securities announcements.

The Directors unanimously recommend that Shareholders vote in favour of Resolution 7.

¹ 202,087,325 ordinary shares plus 5,000,000 unlisted options (on the basis resolution 5 is passed)

GLOSSARY

"**Annual General Meeting**" means the meeting convened by the Notice of Meeting;

"**ASIC**" means the Australian Securities & Investments Commission;

"**Board**" means the board of Directors of the Company;

"**Chairman**" means chairman of the general meeting;

"**Closely Related Party**" of a member of the Key Management Personnel means:

- A spouse or child of the member;
- A child of the member's spouse;
- A dependant of the member or the member's spouse;
- 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;
- A company the member controls; or
- A person prescribed by the Corporation Regulations 2001 (Cth).

"**Company**" means a2a GN Ltd ACN 621 583 882;

"**Constitution**" means the Company's constitution;

"**Corporations Act**" means the *Corporations Act 2001* (Cth);

"**Corporations Regulation**" means the *Corporations Regulation 2001* (Cth)

"**Directors**" mean the current Directors of the Company;

"**Explanatory Statement**" means this Explanatory Statement as modified or varied by any supplementary Statement issued by the Company from time to time;

"**Key Management Personnel**" has the same meaning as in the accounting standards and broadly includes those 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;

"**Management**" or "**Board**" means the management of the Company;

"**Meeting**" or "**Annual General Meeting**" means the annual general meeting convened by this Notice;

"**Notice**" or "**Notice of Meeting**" means the notice convening the annual general meeting of the Company to be held on 28 May 2019 which accompanies this Explanatory Memorandum;

"**Proxy Form**" means the proxy form that is enclosed with and forms part of this Notice;

"**Resolution**" means a resolution in the form proposed in the Notice of Meeting;

"**Share**" means a fully paid ordinary share in the capital of the Company; and

"**Shareholder**" means a registered holder of a Share in the Company.

To:

a2a GN Ltd
Suite 2, Level 11
350 Collins Street
Melbourne VIC 3000 Australia

Notice of Nomination of Auditor in accordance with Section 328B of the Corporations Act 2001 (Cth)

I, Saw Leng Yue, of No.9 Jalan Seri Jalil, Seri Jalil, Bukit Jalil, 57000, being a member of a2a GN Ltd (ACN 621 583 882), nominate William Buck Audit (Vic) Pty Ltd of Level 20, 181 William Street, Melbourne Victoria 3000 for appointment to the position of auditor of the Company at the next annual general meeting.



Saw Leng Yue

Date: 22 June 2020