
PHOENICIAN INTERNATIONAL LIMITED
ARBN 659 284 152
NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Meeting will be held at:

TIME: 1.00pm (HK time) / 3.00pm (AEST)

DATE: Wednesday, 29 May 2024

PLACE: Virtual Meeting only via webinar

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

This Notice should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

The Directors have determined pursuant to Regulation 23.1(d)(ii) of the Company's Memorandum and Articles of Association) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 1.00pm (HK time) / 3.00pm (AEST) on Monday, 27 May 2024.

BUSINESS OF THE MEETING

AGENDA

1. RESOLUTION 1 – RE-ELECTION OF DIRECTOR – JAMES BARRIE

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

"That, for the purpose of clause 27.5(b) of the Memorandum and Articles of Association, NSX Listing Rule 6.45 and for all other purposes, James Barrie, a Director, retires by rotation, and being eligible, is re-elected as a Director."

Dated: 23 April 2024

By order of the Board

James Barrie
Non-Executive Director and Company Secretary

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.

Shareholders are advised that:

- each Shareholder has a right to appoint a proxy;
- the proxy need not be a Shareholder of the Company; and
- a Shareholder who is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the Shareholder appoints two proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

Shareholders and their proxies should be aware that:

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

Voting online on the day of the meeting

The Meeting will be held as a wholly virtual meeting. Accordingly, the Directors strongly encourage all Shareholders to lodge a direct proxy form prior to the Meeting.

The company is pleased to also provide shareholders with the opportunity to attend and participate in the Meeting through an online meeting platform, where shareholders will be able to watch, listen, ask questions and vote online.

To access the virtual meeting, please pre-register at:

https://us02web.zoom.us/webinar/register/WN_6dVvk8zKLSMOwACPviih8hQ

- 1) Enter your registered holding name, HIN/SRN and postcode and click "register".
- 2) Shareholders are encouraged to register prior to the day of the meeting to ensure there is no delay in attending the meeting.
- 3) Once your details are verified, you will receive a separate email with details of how to logon on the day of the meeting.
- 4) Click on the URL you will be sent to join the webcast where you can view and listen to the hybrid meeting, as well as ask questions in relation to the business of the meeting.
- 5) Once the Chair of the Meeting has declared the poll open for voting, select "For", "Against" or "Abstain" for each resolution.

Shareholders are also encouraged to submit questions in advance of the Meeting to the Company.

Questions must be submitted by email to the Company Secretary, James Barrie, at jamesbarrie@fernvillegroup.com.au at least 48 hours before the AGM.

The Company will also provide Shareholders with the opportunity to ask questions during the Meeting with respect to the formal items of business as well as general questions with respect to the Company and its business.

Should you wish to discuss the matters in this Notice please do not hesitate to contact the Company Secretary by email: jamesbarrie@fernvillegroup.com.au

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions.

1. RESOLUTION 1 – RE-ELECTION OF DIRECTOR – JAMES BARRIE

1.1 General

NSX Listing Rule 6.45 and clause 27.5 of the Memorandum of Articles and Association provide that, other than a managing director, a director of an entity must not hold office (without re-election) past the third annual general meeting following the director's appointment or three years, whichever is the longer. However, where there is more than one managing director, only one is entitled to be exempt from this rotation requirement.

James Barrie, who has served as a Director since 29 April 2022, retires by rotation and seeks re-election.

1.2 Qualifications and other material directorships

James Barrie, who is also the Company Secretary of Phoenixian, has more than 20 years of professional experience in a wide range of executive and board roles across multiple industries.

Mr Barrie is currently a Non-Executive Director and Company Secretary for Boadicea Resources Ltd (ASX:BOA), InhaleRx Ltd (ASX: IRX) and HITIQ Ltd (ASX:HIQ), is Company Secretary for several ASX and NSX companies, along with being a director and/or Company Secretary for various unlisted companies.

James holds a Bachelor of Business (QUT) and a Diploma of Investor Relations (AIRA), is a qualified CPA in Australia, and is a graduate of the Australian Institute of Company Directors.

1.3 Independence

If re-elected the Board considers James Barrie will be an independent Director.

1.4 Board recommendation

The Board has reviewed James Barrie's performance since his appointment to the Board and considers that his skills and experience will continue to enhance the Board's ability to perform its role. Accordingly, the Board supports the re-election of Kwan Chan and recommends that Shareholders vote in favour of the resolution.

GLOSSARY

Board means the current board of directors of the Company.

Business Day means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that NSX declares is not a business day.

Chair means the chair of the Meeting.

Company means Phoenixian International Limited (ARBN 659 284 152).

Directors means the current directors of the Company.

Explanatory Statement means the explanatory statement accompanying the Notice.

Listing Rules means the Listing Rules of NSX.

Meeting means the meeting convened by the Notice.

Memorandum and Articles of Association means the Company's Memorandum and Articles of Association.

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

NSX means National Stock Exchange of Australia Limited (ACN 000 902 063) or the financial market operated by National Stock Exchange of Australia Limited, as the context requires.

Proxy Form means the proxy form accompanying the Notice.

Resolutions means the resolutions set out in the Notice, or any one of them, as the context requires.

Section means a section of the Explanatory Statement.

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

Shareholder means a registered holder of a Share.