



NSX code: IGH

Level 6, 505 Little Collins
St, Melbourne VIC 3000
Telephone 03 8678 4091
Facsimile 03 8678 1747

1 May 2023

ABN 28 611 470 010

NOTICE OF ANNUAL GENERAL MEETING AND PROXY FORM

i-Global Holdings Limited ("**IGH**" or the "**Company**") advises that the Company's Annual General Meeting (AGM) will be held at 477 Collins Street, Melbourne 3000 at 2.00pm (AEST) on Wednesday 31 May 2023.

Attached are the following announcements:

- Letter to Shareholders;
- Notice of Annual General Meeting; and
- Proxy Form

For further information please contact:

Nova Taylor
Company Secretary
i-Global Holdings Limited
T: 03 8678 4091



Level 6, 505 Little Collins St,
Melbourne VIC 3000

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Facsimile 03 8678 1747

ABN 28 611 470 010

1 May 2023

Annual General Meeting – Letter to Shareholders

i-Global Holdings Limited (NSX:IGX) (**IGH** or the **Company**) advises that an Annual General Meeting of Shareholders will be held at 2.00pm (AEST) on Wednesday, 31 May 2023 at 477 Collins Street, Melbourne VIC 3000 (**AGM** or **Meeting**).

In accordance with Part 1.2AA of the *Corporations Act 2001*, the Company will only be dispatching physical copies of the Notice of Meeting (**Notice**) to Shareholders who have elected to receive the Notice in physical form. For further information on your right to elect to receive documents from the Company electronically or physically, please refer to the Company's website at <https://iglobalpartners.com/>.

The Notice is being made available to Shareholders electronically and can be viewed and downloaded online at https://web.automic.com.au/er/public/api/documents/IGH?fileName=IGH_AGM_NoM_Final.pdf or on the Company's NSX market announcements page (NSX:IGX).

This Notice is given based on circumstances as at the date of this letter. Should circumstances change, the Company will make an announcement on the NSX market announcements platform and on the Company's website at <https://iglobalpartners.com/>. Shareholders are urged to monitor the NSX announcements platform and the Company's website.

Your vote is important

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

To vote in person, attend the Meeting on the date and at the place set out above.

All resolutions will be decided on a poll. The poll will be conducted based on votes submitted by proxy and at the Meeting. Alternatively, shareholders are strongly encouraged to complete and submit their vote by proxy by using one of the following methods:

Online	Lodge the Proxy Form online at https://investor.automic.com.au/#/loginsah by following the instructions: Log into the Automic website using the holding details as shown on the Proxy Form. Click on 'View Meetings' – 'Vote'. To use the online lodgement facility, Shareholders will need their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) as shown on the front of the Proxy Form.
By post	Completing the enclosed Proxy Form and posting it to: Automic, GPO Box 5193, Sydney NSW 2001
By hand	Completing the enclosed Proxy Form and delivering it by hand to: Automic, Level 5, 126 Phillip Street, Sydney NSW 2000
By email	Completing the enclosed Proxy Form and emailing it to: meetings@automicgroup.com.au

Your Proxy instruction must be received not later than 48 hours before the commencement of the Meeting.

Proxy Forms received later than this time will be invalid.

The Chair intends to vote all open proxies in favour of all resolutions, where permitted.

Yours Faithfully,

Nova Taylor

Company Secretary

i-Global Holdings Limited

Level 6, 505 Little Collins St,
Melbourne VIC 3000
ACN: 28 611 470 010

<https://www.iglobalpartners.com/>



i-Global Holdings Limited

Notice of Annual General Meeting

Explanatory Statement | Proxy Form

Wednesday, 31 May 2023

2:00 PM AEST

Address

477 Collins Street, Melbourne VIC 3000

This Notice of Meeting 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.

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Important Information for Shareholders about the Company's 2022 AGM

This Notice is given based on circumstances as at **Thursday, 27 April 2023**. Should circumstances change, I-Global Holdings Limited (the “**Company**” or “**IGH**”) Company will make an announcement on the NSX market announcements platform and on the Company's website at <https://www.iglobalpartners.com>. Shareholders are urged to monitor the NSX announcements platform and the Company's website.

Venue and Voting Information

The Annual General Meeting of the Shareholders to which this Notice of Meeting relates will be held at **2:00pm** (AEST) on **Wednesday, 31 May 2023** at 477 Collins Street, Melbourne VIC 3000.

Your vote is important

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

Voting in person

To vote in person, attend the Annual General Meeting on the date and at the place set out above.

Voting by proxy

To vote by proxy, please use one of the following methods:

Online	Lodge the Proxy Form online at https://investor.automic.com.au/#/loginsah by following the instructions: Login to the Automic website using the holding details as shown on the Proxy Form. Click on 'View Meetings' – 'Vote'. To use the online lodgement facility, Shareholders will need their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) as shown on the front of the Proxy Form. For further information on the online proxy lodgement process please see the Online Proxy Lodgement Guide at https://www.automicgroup.com.au/virtual-agms/
By post	Automic, GPO Box 5193, Sydney NSW 2001
By hand	Automic, Level 5, 126 Phillip Street, Sydney NSW 2000
By email	Completing the enclosed Proxy Form and emailing it to: meetings@automicgroup.com.au

Your Proxy instruction must be received not later than 48 hours before the commencement of the Meeting. **Proxy Forms received later than this time will be invalid.**

Power of Attorney

If the proxy form is signed under a power of attorney on behalf of a shareholder, then the attorney must make sure that either the original power of attorney or a certified copy is sent with the proxy form, unless the power of attorney has already provided it to the Share Registry.

Corporate Representatives

If a representative of a corporate shareholder or a corporate proxy will be attending the Meeting, the representative should provide the Share Registry with adequate evidence of their appointment, unless this has previously been provided to the Share Registry.

Notice of Annual General Meeting

Notice is hereby given that an Annual General Meeting of Shareholders of i-Global Holdings Limited ACN 28 611 470 010 will be held at **2:00pm** (AEST) on **Wednesday, 31 May 2023** at 477 Collins Street, Melbourne VIC 3000 (**Meeting**).

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

The Directors have determined pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Annual General Meeting are those who are registered Shareholders at **7:00pm** (AEST) on **Monday, 29 May 2023**.

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

Agenda

Ordinary business

Financial statements and reports

"To receive and to consider the Annual Financial Report of the Company for the financial year ended 31 December 2022 together with the declaration of the Directors, the Directors' Report, the Remuneration Report and the Auditor's Report for that financial year."

Note: This item of ordinary business is **for discussion only and is not a resolution**.

Pursuant to the Corporations Act, Shareholders will be given a reasonable opportunity at the Meeting to ask questions about, or make comments in relation to, each of the aforementioned reports during consideration of these items.

Resolutions

Remuneration Report

1. Resolution 1 – Adoption of Remuneration Report

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

“That, for the purpose of Section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Company’s Annual Financial Report for the financial year ended 31 December 2022.”

Note: The vote on this Resolution is advisory only and does not bind the Directors or the Company.

Voting Exclusion Statement: In accordance with the Corporations Act, the Company will disregard any votes cast on Resolution 1 by or on behalf of a member of the Company’s key management personnel (including the Directors), whose remuneration details are included in the Remuneration Report (**KMP**), or any of that person’s Closely Related Parties (such as close family members and any controlled companies of those persons) (collectively referred to as Restricted Voter). However, the Company need not disregard a vote if:

- (a) it is cast by a person as a proxy appointed in writing that specifies how the proxy is to vote on Resolution 1; and
- (b) it is not cast on behalf of a Restricted Voter.

If you appoint the person chairing the Meeting (**Chair**) and you are not a Restricted Voter, by submitting the Proxy Form you authorise the person chairing the Meeting to exercise the proxy even though Resolution 1 is connected directly or indirectly with the remuneration of a KMP, and you will be taken to have directed the Chair to vote in accordance with his or her stated intention to vote in favour of Resolution 1. If you do not want your vote exercised in favour of Resolution 1, you should direct the person chairing the Meeting to vote “against”, or to abstain from voting on, this Resolution.

Re-election of Directors

2. Resolution 2 – Election of Matthew Leonard as a Director

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

“That, Matthew Robert Leonard, who, having been appointed as a non-executive director to fill a casual vacancy, ceases to hold office at the end of this Meeting, and being eligible for election, be elected as a Director.”

3. Resolution 3 – Election of Michael Beer as a Director

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

“That, Michael Beer, who, having been appointed as a non-executive director to fill a casual vacancy, ceases to hold office at the end of this Meeting, and being eligible for election, be elected as a Director.”

4. Resolution 4 – Election of Teo Bee Thai (a.k.a Vincent Teo) as a Director

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

“That, Teo Bee Thai (a.k.a Vincent Teo), who, having been nominated to be appointed as a non-executive director of the Company and being eligible for election, be elected as a Director subject to, and with effect from, completion of the Transaction.”

Ratification of Prior Issue of Convertible Note Shares

5. Resolution 5 – Ratification of Prior Issue of Convertible Notes

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

“That, for the purposes of NSX Listing Rule 6.25(1) and for all other purposes, the Shareholders ratify the allotment and prior issue of 300,000 convertible notes issued on 11 January 2023 and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 5 by or on behalf of:

- (a) a person who participated in the issue or is a counterparty to the agreement being approved; or
- (b) an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 5 by:

- (i) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- (ii) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
 - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Issue of Securities

6. Resolution 6 – Approval of Issue of Fully Paid Ordinary Shares to the Company's corporate advisor, Hoo Siew Kian (a.k.a Alice Hoo)

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

"That, for the purposes of NSX Listing Rule 6.25(1) and for all other purposes, the Shareholders of the Company approve the issue and allotment of 250,000 fully paid ordinary shares (on a post-consolidation basis) to Hoo Siew Kian (a.k.a Alice Hoo), the Company's corporate advisor, and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting."

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 6 by or on behalf of:

- (a) a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company); or
- (b) an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 6 by:

- (i) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- (ii) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
 - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

7. **Resolution 7 – Approval of Ferlab acquisition**

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

“That for the purposes of NSX Listing Rule 6.41, the Shareholders of the Company approve the Company to complete its acquisition of a 49% interest in Ferlab Sdn. Bhd.”

Details of the Transaction are further explained in the Explanatory Statement.

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 7 by or on behalf of:

- (a) a person who is expected to receive the securities as a result of the proposed issue;
- (b) a person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company); or
- (c) an Associate of that person or those persons described in (a) or (b).

However, this does not apply to a vote cast in favour of Resolution 7 by:

- (i) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with direction given to the proxy or attorney to vote on the Resolution in that way; or
- (ii) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
 - the holder vote on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

8. **Resolution 8** – Approval of issue of Fully Paid Ordinary Shares to the Ferlab Shareholder

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

“That for the purposes of NSX Listing Rule 6.25(1) and for all other purposes, the Shareholders of the Company approve the issue and allotment of 6,000,000 fully paid ordinary shares (on a post-consolidation basis) to the Ferlab Shareholder for a deemed aggregate issue price of A\$300,000 in part consideration for the acquisition of 49% of the issued shares in Ferlab, and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”

Details of the Transaction are further explained in the Explanatory Statement.

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 8 by or on behalf of:

- (a) a person who is expected to receive the securities as a result of the proposed issue;
- (b) a person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company); or
- (c) an Associate of that person or those persons described in (a) or (b).

However, this does not apply to a vote cast in favour of Resolution 8 by:

- (i) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with direction given to the proxy or attorney to vote on the Resolution in that way; or
- (ii) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
 - the holder vote on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

9. **Resolution 9** – Approval of issue of Fully Paid Ordinary Shares to the Ferlab Shareholder

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

“That for the purposes of NSX Listing Rule 6.25(1) and for all other purposes, the Shareholders of the Company approve the issue and allotment of 1,000,000 fully paid ordinary shares (on a post-consolidation basis) to the Ferlab Shareholder in part consideration for the acquisition of 49% of the issued shares in Ferlab, and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”

Details of the Transaction are further explained in the Explanatory Statement.

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 9 by or on behalf of:

- (a) a person who is expected to receive the securities as a result of the proposed issue;
- (b) a person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company); or
- (c) an Associate of that person or those persons described in (a) or (b).

However, this does not apply to a vote cast in favour of Resolution 9 by:

- (i) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with direction given to the proxy or attorney to vote on the Resolution in that way; or
- (ii) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
 - the holder vote on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

10. **Resolution 10** – Approval of Grant of Performance Rights to the Ferlab Shareholder

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

“That, for the purposes of NSX Listing Rule 6.25(1) and for all other purposes, the Shareholders of the Company approve the grant of 11,000,000 Performance Rights (on a post-consolidation basis) to the Ferlab Shareholder, and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 10 by or on behalf of:

- (a) a person who is expected to receive the securities as a result of the proposed issue;
- (b) a person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company); or
- (c) an Associate of that person or those persons described in (a) or (b).

However, this does not apply to a vote cast in favour of Resolution 10 by:

- (i) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with direction given to the proxy or attorney to vote on the Resolution in that way; or
- (ii) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
 - the holder vote on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

11. **Resolution 11** – Approval of Issue of Fully Paid Ordinary Shares to Koon Lip Choo, Director of the Company

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

“That, for the purposes of NSX Listing Rule 6.44 and for all other purposes, the Shareholders of the Company approve the issue and allotment of 5,700,000 fully paid ordinary shares (on a post-consolidation basis) to Koon Lip Choo a Director of the Company, or his nominee/s in consideration of the conversion of part of the director loans and unpaid director fees payable by the Company to Koon Lip Choo (and/or his related entities) and convertible notes issued by the Company and held by Koon Lip Choo (and/or his related entities) in the aggregate amount of \$285,000, and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 11 by or on behalf of:

- (a) a person who is expected to receive the securities as a result of the proposed issue;
- (b) a person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company); or
- (c) an Associate of that person or those persons described in (a) or (b).

However, this does not apply to a vote cast in favour of Resolution 11 by:

- (i) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with direction given to the proxy or attorney to vote on the Resolution in that way; or
- (ii) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
 - the holder vote on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

12. **Resolution 12** – Approval of Issue of Fully Paid Ordinary Shares to Michael Beer, Director of the Company

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

“That, for the purposes of NSX Listing Rule 6.44 and for all other purposes, the Shareholders of the Company approve the issue and allotment of 2,000,000 fully paid ordinary shares (on a post-consolidation basis) to Michael Beer, a Director of the Company, and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 12 by or on behalf of:

- (a) a person who is expected to receive the securities as a result of the proposed issue;
- (b) a person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company); or
- (c) an Associate of that person or those persons described in (a) or (b).

However, this does not apply to a vote cast in favour of Resolution 12 by:

- (i) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with direction given to the proxy or attorney to vote on the Resolution in that way; or
- (ii) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
 - the holder vote on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

13. **Resolution 13** – Approval of Issue of Fully Paid Ordinary Shares to Koon Lip Choo, Director of the Company

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

“That, for the purposes of NSX Listing Rule 6.44 and for all other purposes, the Shareholders of the Company approve the issue and allotment of 900,000 fully paid ordinary shares (on a post-consolidation basis) to Koon Lip Choo, a Director of the Company, and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 13 by or on behalf of:

- (a) a person who is expected to receive the securities as a result of the proposed issue;
- (b) a person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company); or
- (c) an Associate of that person or those persons described in (a) or (b).

However, this does not apply to a vote cast in favour of Resolution 13 by:

- (i) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with direction given to the proxy or attorney to vote on the Resolution in that way; or
- (ii) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
 - the holder vote on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

14. **Resolution 14** – Approval of Issue of Fully Paid Ordinary Shares to Matthew Leonard, Director of the Company

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

“That, for the purposes of NSX Listing Rule 6.44 and for all other purposes, the Shareholders of the Company approve the issue and allotment of 1,800,000 fully paid ordinary shares (on a post-consolidation basis) to Matthew Leonard, a Director of the Company, and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 14 by or on behalf of:

- (a) a person who is expected to receive the securities as a result of the proposed issue;
- (b) a person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company); or
- (c) an Associate of that person or those persons described in (a) or (b).

However, this does not apply to a vote cast in favour of Resolution 14 by:

- (i) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with direction given to the proxy or attorney to vote on the Resolution in that way; or
- (ii) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
 - the holder vote on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Other Company Changes

15. **Resolution 15** – Change of Company Name

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

“That, for the purposes of section 157(1) of the Corporations Act and for all other purposes, the name of the Company be changed from “I-Global Holdings Ltd” to “AGRI Skylight Ltd”, effective from the date ASIC alters the details of the Company’s registration.”

16. **Resolution 16** – Approval of Share Consolidation

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

“That, pursuant to section 254H of the Corporations Act and for all other purposes, the issued capital of the Company be consolidated on the basis that every ten (10) Shares be consolidated into one (1) Share, and, where the Consolidation results in a fraction of a Share being held, the Company be authorised to round that fraction down to the nearest whole Share.”

17. **Resolution 17** – Adoption of Amended Constitution

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

“That, for the purposes of section 136 of the Corporations Act and for all other purposes, the constitution of the Company is amended in the manner set out in the Explanatory Statement, with effect from the conclusion of the meeting.”

BY ORDER OF THE BOARD

Nova Taylor
Company Secretary

Explanatory Statement

This Explanatory Statement has been prepared for the information of the Shareholders in connection with the business to be conducted at the Annual General Meeting to be held at **2.00pm (AEST) on Wednesday, 31 May 2023 at 477 Collins Street, Melbourne, 3000 VIC (Meeting)**.

The purpose of this Explanatory Statement is to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions in the Notice of Meeting.

If you are in any doubt about what to do in relation to the Resolutions contemplated in the Notice of Meeting and this Explanatory Statement, it is recommended that you seek advice from an accountant, solicitor or other professional advisor.

Full details of the business to be considered at the Annual General Meeting are set out below.

Background to the proposed Transaction

Acquisition Resolutions

The Transaction Resolutions (Resolutions 4, 7 to 11, 15 and 16 (inclusive)) are inter-conditional, meaning that each of them will only take effect if all of them are approved by the requisite majority of Shareholders' votes at the Meeting.

If any of the Transaction Resolutions are not approved at the Meeting, none of the Transaction Resolutions will take effect and the Transaction, Transaction Agreement and other matters contemplated by the Transaction Resolutions will not be completed.

Existing activities of the Company

The Company was incorporated in Australia on 23 March 2016 and was admitted to the official list of the NSX on 1 June 2017.

The Company's main business activity is the provision of management and corporate consulting services to Australian and international clients.

The Transaction

On or around 17 April 2023, the Company entered a binding Share Sale Agreement ("**Share Sale Agreement**") with Ferlab Sdn. Bhd. ("**Ferlab**") and its sole shareholder, Teo Bee Thai ("**Ferlab Shareholder**") to acquire 49% of the shares in Ferlab from the Ferlab Shareholder ("**Transaction**").

The Key terms for the Transaction as detailed in the Share Sale Agreement include following:

1. Subject to satisfaction or waiver of the conditions described below, in consideration for the acquisition of 49% of the issued share capital of Ferlab, the Company will issue an aggregate of 12,250,000 IGH Shares (on a post-consolidation basis) to the Ferlab shareholder for a deemed aggregate issue price of A\$612,500. The Ferlab Shareholder will receive 6,000,000 IGH Shares (on a post-consolidation basis) upon completion of the Transaction pursuant to Resolution 8. The balance of the consideration totalling 6,250,000 IGH Shares (on a post-consolidation basis) will be issued to the Ferlab Shareholder by way of 5 equal 6-monthly instalments of 1,000,000 IGH Shares each, plus a sixth 6-monthly instalment of 1,250,000 IGH Shares, subject to IGH in each case obtaining all necessary shareholder and NSX approvals. Approval is being sought for the first instalment of 1,000,000 IGH Shares pursuant to Resolution 9, to be issued 6 months after completion of the Transaction.
2. Subject to satisfaction or waiver of the conditions described below, the Ferlab Shareholder will also be granted Performance Rights entitling the Ferlab Shareholder to be issued up

to an additional 11,000,000 IGH Shares (on a post-consolidation basis) in four (4) tranches subject to and conditional upon the achievement of certain business performance milestones for the 2023 and 2024 financial years (noting Ferlab operates under a January to December financial year). The issuance of IGH Shares under the Performance Rights remains in each case subject to IGH obtaining all necessary shareholder and NSX approvals.

3. Completion of the Transaction under the Share Sale Agreement remains subject to and conditional upon the satisfaction of various conditions precedent including:
 - (a) the Company convening a meeting of its members to obtain shareholder approval for the matters described in Resolutions 7, 8, 9, 10, 11, 15 and 16 and such other matters requiring shareholder approval under the *Corporations Act 2001* or the NSX Listing Rules, or otherwise as required by the NSX or ASIC;
 - (b) completion of the Consolidation pursuant to Resolution 16;
 - (c) the Company obtaining approval from the NSX to its re-admission to the official list on completion of the Transaction;
 - (d) Ferlab and/or the Ferlab Shareholder obtaining all necessary government and regulatory approvals for the Transaction;
 - (e) the Company, the Ferlab Shareholder and Ferlab entering a shareholder agreement to govern the relationship of the parties with respect to the Company post Completion;
 - (f) the Ferlab Shareholder being appointed as a non-executive director of the Company and entering a Director Service Agreement on customary terms;
 - (g) a nominee of the Company being appointed a Director of Ferlab;
 - (h) the Company completing financial, tax and legal due diligence on Ferlab, and being satisfied with the results of those due diligence enquiries; and
 - (i) to the extent necessary, the Company obtaining FIRB approvals to the Transaction.
4. The Ferlab Shareholder will be subject to restraint of trade obligations preventing him from engaging in any competing business of Ferlab and soliciting any customers or employees of Ferlab. The scope of the restraints are for a maximum area of South East Asia and period of three (3) years, subject to usual cascading provisions.
5. The Ferlab Shareholder has provided comprehensive vendor warranties with respect to the sale shares, Ferlab and Ferlab's assets and business operations which are customary of a transaction of this nature.
6. The Share Sale Agreement is governed by the laws in Victoria, Australia.

Pursuant to the non-binding term sheet entered between the Company, Ferlab and the Ferlab Shareholder and dated 14 October 2022 ("**Term Sheet**"), the Company has in connection with the Transaction also agreed in principle to the following:

1. To provide additional future capital contributions to Ferlab up to A\$200,000 in aggregate.
2. Following completion of the Transaction, the balance of the convertible notes issued by IGH to Dr Koon Lip Choo (and/or his nominee) and the remaining unpaid director fees and outstanding director loans owing to Dr Koon Lip Choo (and/or his nominee) shall be converted into additional new IGH Shares (on a post-consolidation basis) at a deemed issue price of A\$0.05 per share. The times and instalments of these further conversions shall be at IGH and/or Dr Koon Lip Choo's discretion, subject at all times to IGH obtaining all necessary shareholder and NSX approvals.
3. The Company's Directors (not including the Ferlab nominated Director) will be issued in aggregate up to 4,700,000 IGH Shares (on a post-consolidation basis), in consideration for their appointment or continued appointment to the IGH board. Refer to Resolutions 12, 13 and 14 of this Notice of Meeting.

About Ferlab

Ferlab is a company incorporated in Malaysia and conducts agricultural manufacture, processing, wholesale and retail business operations based in Malaysia. Ferlab is principally focused on the

manufacturing and supply of fertilizer products, equipment, accessories and related products under the name “GT Tiger” and the operation of a franchise of food convenience retail outlets under the name “V-Agromart”.

Ferlab currently has 300,000 fully paid ordinary shares on issue, all of which are held by the Ferlab Shareholder. The Ferlab Shareholder is also the sole director of Ferlab.

Board of Directors

The Board of the Company currently comprises:

1. Michael Beer - Non-Executive Chairperson;
2. Koon Lip Choo – Executive Director and CEO;
3. Matthew Leonard - Non-Executive Director.

With effect from completion of the Transaction, Vincent Teo Bee Thai being a Ferlab nominated director shall be appointed to the Board of Directors of IGH. The experience and credentials of Vincent Teo Bee Thai are detailed in Resolution 4 of this Notice.

Proposed capital structure

Upon completion of the Transaction, the proposed capital structure of the Company shall be as follows (on a post-consolidation basis):

Item	No of Shares	% of Equity
IGH existing shareholders (after consolidation of 74,577,001 IGH shares on a 10:1 basis pursuant to Resolution 16)	7,457,700	24.77%
Conversion of part IGH Convertible Notes and Director Loans held by Dr Koon Lip Choo (and/or his related entities)	5,700,000	18.93%
Conversion of Convertible Notes issued to Note Holder under pre-RTO capital raising	6,000,000	19.93%
Ferlab Shareholder*	6,000,000	19.93%
Directors / Management	4,700,000	15.61%
Advisors	250,000	0.83%
Total	30,107,700	100%

** Subject to IGH obtaining in each case all necessary shareholder and NSX approvals the Ferlab Shareholder will be entitled to be issued an additional 6,250,000 deferred consideration IGH Shares in the following instalments:*

- (a) 1,000,000 IGH Shares 6 months after completion of the Transaction;*
- (b) 1,000,000 IGH Shares 12 months after completion of the Transaction;*
- (c) 1,000,000 IGH Shares 18 months after completion of the Transaction;*
- (d) 1,000,000 IGH Shares 24 months after completion of the Transaction;*
- (e) 1,000,000 IGH Shares 30 months after completion of the Transaction; and*
- (f) 1,250,000 IGH Shares 36 months after completion of the Transaction.*

The Ferlab Shareholder will also be granted Performance Rights entitling it to up to an additional 11,000,000 IGH Shares subject to the satisfaction of various business performance milestones as detailed within Resolution 9 of this Explanatory Statement.

Agenda

Ordinary business

Financial statements and reports

In accordance with the Constitution and the Corporations Act, the business of the Annual General Meeting will include receipt and consideration of the Annual Financial Report of the Company for the financial year ended 31 December 2022 together with the declaration of the Directors, the Director's Report, the Remuneration Report and the Auditor's Report.

In accordance with the amendments to the Corporations Act, the Company is no longer required to provide a hard copy of the Company's Annual Financial Report to Shareholders unless a Shareholder has specifically elected to receive a printed copy.

Whilst the Company will not provide a hard copy of the Company's Annual Financial Report unless specifically requested to do so, Shareholders may view the Company Annual Financial Report on its website at <https://www.iglobalpartners.com/>.

No resolution is required for this item, but Shareholders will be given the opportunity to ask questions and to make comments on the management and performance of the Company.

The Company's auditor will be present at the Meeting. During the discussion of this item, the auditor will be available to answer questions on the:

- Conduct of the audit;
- Preparation and content of the Auditor's Report;
- Accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- Independence of the auditor in relation to the conduct of the audit.

Written questions of the auditor

If you would like to submit a written question about the content of the Auditor's Report or the conduct of the audit of the Annual Financial Report of the Company's auditor, please send your question to the Company Secretary. A list of qualifying questions will be made available at the Meeting.

Please note that all written questions must be received at least five business days before the Meeting, which is by **Wednesday, 24 May 2023**.

Resolutions

Remuneration Report

Resolution 1 – Adoption of Remuneration Report

In accordance with Section 300A(1) of the Corporations Act the Remuneration Report is included in the Directors Report for the financial year ended 31 December 2022.

The Remuneration Report sets out details of the remuneration received by the directors and key Company executives, in addition to describing Board policy in respect of remuneration. Resolution 1 seeks shareholder approval of the adoption of the Remuneration Report by the Company.

The outcome of this resolution is not binding on the Company or the Board. However, sections 250U to 250Y of the Corporations Act set out a 'two strikes and re-election' process in relation to the shareholder vote on the Remuneration Report.

The Board believes the Remuneration of the Company's key management personnel (KMP) is appropriate. The Remuneration Report is set out in the Company's 2022 Annual Report.

Voting

Note that a voting exclusion applies to Resolution 1 in the terms set out in the Notice of Meeting. In particular, the Directors and other Restricted Voters must not vote on this Resolution and must not cast a vote as proxy, unless the appointment gives a direction on how to vote, or the proxy is given to the Chair and you submit the Proxy Form, authorising the Chair to exercise the proxy even though Resolution 1 is connected directly or indirectly with the remuneration of a KMP and that in doing so you will be taken to have directed the Chair to vote in accordance with the Chair's stated intention to vote in favour of Resolution 1.

Shareholders are urged to read carefully the Proxy Form and to provide a direction to the proxy on how to vote on this Resolution.

Election of Directors

Resolution 2 – Election of Matthew Leonard as Director

In accordance with the Company's Constitution, Matthew Robert Leonard, having been appointed by the Board to fill a casual vacancy on 13 September 2022 retires from office at this General Meeting and offers himself for election as a Director.

Mr Leonard is an accomplished and internationally proven business development professional. He has over 12 years of outstanding record of achievement in demanding, complex and highly competitive markets. He possesses expertise across advertising, marketing and media event management sector, with recent focus on linking opportunities with high-net-worth individuals throughout Asia.

Mr Leonard is a member of Golden Venture Capital, an Australian company which provides corporate advisory and consultancy services throughout Australia and international markets. As part of this work, Mr Leonard has assisted a number of companies with capital raising transactions throughout Asia and Australia. Matthew is an Executive Director of Stemcell United Limited (ASX:SCU), an ASX-listed company with business operations in Singapore, China and Australia. Within this role, Mr Leonard works closely on the Company's projects in both Singapore and Australia, including liaising with government bodies such as Invest Victoria and the Western Australian Government.

Resolution 2 seeks approval for the election of Mr. Leonard as a Director of the Company.

Directors' recommendation

The Directors (excluding Mr Leonard) recommend that Shareholders vote for this Resolution.

Resolution 3 – Election of Michael Beer as Director

In accordance with the Company's Constitution, Michael Beer, having been appointed by the Board to fill a casual vacancy on 26 October 2022 retires from office at this General Meeting and offers himself for election as a Director

Mr Beer is a Chartered accountant and Chartered Secretary and is a principal at Beer and Co Pty Ltd, a corporate advisory firm which assists various companies in a range of commercial activities.

Mr Michael Beer keeps an Australian Financial Services Licence and is Fellow of Institute of Chartered Accountants, FCA. He has wide range of auditing, managing and investment experience across various industries.

Mr Beer was or is appointed to various Managing Director, Secretary and Financial positions at the following companies: Aphrodite Gold Ltd, Beer and Co Pty Ltd, Brunswick Ltd, Hydra Light International Ltd, Intersuisse and Phillip Capital, ION Ltd, Johnson Taylor Potter Corporate Finance Ltd, TNT Mines Ltd, Range River Gold Ltd and K2O Potash Corp. Ltd.

Also Mr Beer has held various senior positions as Accountant, Auditor and/or Financial Controller for British Petroleum Group and Price Waterhouse and Co.

Resolution 3 seeks approval for the election of Mr. Beer as a Director of the Company.

Directors' recommendation

The Directors (excluding Mr Beer) recommend that Shareholders vote for this Resolution.

Resolution 4 – Election of Teo Bee Thai (a.k.a Vincent Teo) as Director

Resolution 4 seeks shareholder approval of the election of Teo Bee Thai (a.k.a. Vincent Teo) as non-executive Director of the Company following completion of the Transaction.

Mr Vincent Teo is a founder and the current Managing Director of Ferlab. Mr Teo has been involved in the fertilizer production and supply industry in Malaysia since 2006.

Mr Teo commenced his sales career with Haiyasaki Corporation (Malaysia) selling fertilizer to major distributors in West Malaysia, before he moved to setting up and operating four (4) AgriStore agricultural supplies stores in Malaysia.

In 2012, Mr Teo established Kim Guan Thye Resources (a fertilizer trading company) and developed an in-house brand of premium grade fertilizers under the "GT-Tiger" brand name. In 2015, Mr Teo started supplying fertilizer to Government Sectors including PPK and State Government Estates.

Mr Teo, via Ferlab, is also the founder of the chain retail store brand "V-AgroMart". In 2018, Ferlab was granted a franchise licence by the Malaysian government with respect to Ferlab's "V-AgroMart" franchise business.

In 2017, Mr Teo expanded the Ferlab business into the international market, establishing a presence in Myanmar to cooperate with local universities to provide agricultural advisory services to sugarcane farmers and Government Estates.

In his position as Managing Director, Mr Teo continues to develop and expand upon Ferlab's various business streams.

Directors' recommendation

The Directors recommend that Shareholders vote for this Resolution.

Ratification of Prior Issue of Convertible Note Shares

Resolution 5 – Ratification of Prior Issue of Convertible Note Shares

Background

As announced by the Company on 11 January 2023, the Company raised A\$300,000 via the issue of convertible notes to a professional and sophisticated investor ("**Note Holder**") in Malaysia with the following key terms:

- Number of Convertible Notes – 300,000
- Face value of each Convertible Note – AU\$1.00
- Maturity Date – 30 June 2023 for all 300,000 Convertible Notes
- Interest Rate – 5% per annum, payable to Noteholder on the Maturity Date
- All or part of the Convertible Notes held by the Note Holder can be converted into Shares at the election of the Company at any time prior to maturity. The number of Shares to be issued in respect of each Convertible Note will be calculated by dividing the Face Value of the Notes by the conversion price of AU\$0.005*
- On a post-consolidation basis, the 300,000 Convertible Notes are convertible into 6,000,000 fully paid ordinary shares.
- Shares issued upon conversion of the Convertible Notes will rank equally in all respects with all Shares as at the date of conversion
- The Company intends to utilize its placement capacity under the NSX Listing Rules to issue new Shares upon the conversion of the Convertible Notes

Funds raised from the Convertible Notes have and will be utilized for general working capital of the Company.

***NOTE:** Resolution 16 of the Notice of Meeting seeks the approval of a share consolidation on a 10:1 basis (**Share Consolidation**). If the Share Consolidation is completed prior to the date a Conversion Notice is given, the issue price per Share to be issued to the Note Holder for the purposes of calculating the "Number of Shares" in the above formula shall be A\$0.05.

Listing Rule 6.25

This Resolution proposes that Shareholders of the Company approve and ratify the prior issue and allotment of 300,000 Convertible Notes, which were issued on 11 January 2023 ("**Issue Date**").

Subject to certain circumstances, outlined under NSX Listing Rule 6.25(2), NSX Listing Rule 6.25(1) prevents a company from issuing or agreeing to issue new securities or other securities with rights of conversion such as a convertible note, in any twelve month period which amount to more than 15% of the Company's ordinary securities on issue without shareholder approval.

The Company wishes to retain as much flexibility as possible to issue additional equity securities into the future without having to obtain Shareholder approval.

To this end, this Resolution seeks Shareholder approval to subsequently approve the issue of 300,000 Convertible Notes.

If this Resolution is passed, the issue of 300,000 Convertible Notes will be excluded in calculating the Company's 15% capacity to issue equity securities under NSX Listing Rule 6.25(1) without Shareholder approval over the 12 month period following the Issue Date.

If this Resolution is not passed, the issue of 300,000 Convertible Notes will be included in calculating the Company's 15% capacity to issue equity securities under NSX Listing Rule 6.25(1) without Shareholder approval over the 12 month period following the Issue Date.

Directors' recommendation

The Board of Directors recommend that Shareholders vote for this Resolution.

Issue of Securities

Resolution 6 – Approval of Issue of Fully Paid Ordinary Shares to the Company's corporate advisor, Hoo Siew Kian (a.k.a Alice Hoo)

Background

This Resolution seeks Shareholder approval to issue and allot 250,000 fully paid ordinary shares (on a post consolidation basis), at an issue price of \$0.05 per share to Hoo Siew Kian (a.k.a Alice Hoo) as consideration for services rendered ("**Corporate Advisor Shares**").

The Company announced on 17 October 2022 that it had signed a non-binding term sheet ("**Term Sheet**") with Ferlab Sdn. Bhd. ("**Ferlab**") to acquire 49% of the Shares in Ferlab from the Ferlab Shareholder ("**Transaction**").

Hoo Siew Kian acted as corporate advisor to the Transaction, and it was agreed that the Company would issue the Corporate Advisor Shares as consideration for the services provided.

Listing Rule 6.25

This Resolution proposes that Shareholders of the Company approve the issue and allotment of 250,000 Corporate Advisor Shares.

Subject to certain circumstances, outlined under NSX Listing Rule 6.25(2), NSX Listing Rule 6.25(1) prevents a company from issuing or agreeing to issue new securities in any twelve month period

which amount to more than 15% of the Company's ordinary securities on issue without shareholder approval.

The Company wishes to retain as much flexibility as possible to issue additional equity securities into the future without having to obtain Shareholder approval.

To this end, this Resolution seeks Shareholder approval to the issue and allot the Corporate Advisor Shares.

If this Resolution is passed, the Company will be able to proceed with the proposed issue of the Corporate Advisor Shares.

If this Resolution is not passed, the Company will not be able to proceed with the proposed issue. The corporate advisor fees will remain a liability of the Company and be payable in cash at a future date.

Directors' Recommendation

The Board of Directors recommend Shareholders vote for this Resolution.

Resolution 7 and 8 – Approval of acquisition of Ferlab and issue of Fully Paid Ordinary Shares to the Ferlab Shareholder

Background

Resolutions 7 and 8 seek Shareholder approval to complete the Transaction and issue and allot 6,000,000 fully paid ordinary shares (on a post consolidation basis), to the Ferlab Shareholder in part consideration for the acquisition of 49% of the issued share capital of Ferlab. The 6,000,000 fully paid ordinary shares (on a post consolidation basis) will be subject to voluntary escrow for a period of 12 months from the date of issue.

As detailed above in the *"Background to the Proposed Transaction"*, in consideration for the acquisition of 49% of the issued share capital of Ferlab, the Company has agreed to issue an aggregate of 12,250,000 IGH Shares (on a post consolidation basis), to the Ferlab shareholder at a deemed issue price of \$0.05 per share being a total aggregate deemed issue price of A\$612,500. The Ferlab Shareholder will receive 6,000,000 IGH Shares (on a post consolidation basis) totalling approximately 19.93% of all the issued shares in IGH upon completion of the Transaction ("**Consideration Shares**"). The balance of the consideration totalling 6,250,000 IGH Shares (on a post consolidation basis) will be issued to the Ferlab Shareholder by way of six 6-monthly instalments of new IGH Shares, in the manner set out below, each instalment being subject to IGH in each case obtaining all necessary shareholder and NSX approvals.

Date of Issue	Number of IGH Shares
Six (6) months after the Transaction completion date	1,000,000
Twelve (12) months after the Transaction completion date	1,000,000
Eighteen (18) months after the Transaction completion date	1,000,000
Twenty-four (24) months after the Transaction completion date	1,000,000
Thirty (30) months after the Transaction completion date	1,000,000
Thirty-six (36) months after the Transaction completion date	1,250,000
TOTAL	6,250,000

Listing Rule 6.41

The investment by the Company in Ferlab results in the Company embarking on a new commercial direction and therefore constitutes a change in the nature of the Company's activities.

Listing Rule 6.41 requires an issuer provide full details to NSX as soon as practicable of any proposed significant change to the nature or scale of its activities and must do any of the following required by NSX:

- (a) Provide additional information to NSX;
- (b) Obtain the approval of members for the change; or
- (c) Meet the requirements of Chapter 4 of the Listing Rules as if applying for a listing.

NSX has advised that it requires the Company to obtain the approval of its Shareholders for the proposed change of nature of activities under Listing Rule 6.41(ii).

For this reason, the Company is seeking Shareholder approval pursuant to Resolution 7 for the Company the nature of its activities under Listing Rule 6.41(ii).

If this Resolution is passed, the Company can, subject to approval of the other Transaction Resolutions, proceed with the Transaction.

If the Resolution is not passed, the Company will not be able to proceed with the Transaction.

Listing Rule 6.25

Resolution 8 proposes that Shareholders of the Company approve the issue and allotment of 6,000,000 Consideration Shares.

Subject to certain circumstances, outlined under NSX Listing Rule 6.25(2), NSX Listing Rule 6.25(1) prevents a company from issuing or agreeing to issue new securities in any twelve month period which amount to more than 15% of the Company's ordinary securities on issue without shareholder approval.

The Company wishes to retain as much flexibility as possible to issue additional equity securities into the future without having to obtain Shareholder approval.

To this end, Resolution 8 seeks Shareholder approval to the issue and allot the Consideration Shares.

If this Resolution is passed, the Company will be able to proceed with the proposed issue of the Consideration Shares.

If this Resolution is not passed, the Company will not be able to proceed with the proposed issue and will not be able to proceed with the Transaction.

Directors' Recommendation

The Board of Directors recommend Shareholders vote for Resolutions 7 and 8.

Resolution 9 – Approval of issue of Fully Paid Ordinary Shares to the Ferlab Shareholder

Background

Resolution 9 seeks Shareholder approval to issue and allot 1,000,000 fully paid ordinary shares (on a post consolidation basis), to the Ferlab Shareholder in part consideration for the acquisition of 49% of the issued share capital of Ferlab.

As detailed above in the "*Background to the Proposed Transaction*", in consideration for the acquisition of 49% of the issued share capital of Ferlab, the Company has agreed to issue an aggregate of 12,250,000 IGH Shares (on a post consolidation basis), to the Ferlab shareholder at a

deemed issue price of \$0.05 per share being a total aggregate deemed issue price of A\$612,500. The Ferlab Shareholder will receive 6,000,000 IGH Shares (on a post consolidation basis) totalling approximately 19.93% of all the issued shares in IGH upon completion of the Transaction (“**Consideration Shares**”). The balance of the consideration totalling 6,250,000 IGH Shares (on a post consolidation basis) will be issued to the Ferlab Shareholder by way of six 6-monthly instalments of new IGH Shares (“**Deferred Consideration Shares**”), in the manner set out below, each instalment being subject to IGH in each case obtaining all necessary shareholder and NSX approvals.

Date of Issue	Number of IGH Shares
Six (6) months after the Transaction completion date	1,000,000
Twelve (12) months after the Transaction completion date	1,000,000
Eighteen (18) months after the Transaction completion date	1,000,000
Twenty-four (24) months after the Transaction completion date	1,000,000
Thirty (30) months after the Transaction completion date	1,000,000
Thirty-six (36) months after the Transaction completion date	1,250,000
TOTAL	6,250,000

Listing Rule 6.25

Resolution 9 proposes that Shareholders of the Company approve the issue and allotment of 1,000,000 Deferred Consideration Shares to be issued to the Ferlab Shareholder six (6) months after the Transaction completion date.

Subject to certain circumstances, outlined under NSX Listing Rule 6.25(2), NSX Listing Rule 6.25(1) prevents a company from issuing or agreeing to issue new securities in any twelve month period which amount to more than 15% of the Company’s ordinary securities on issue without shareholder approval.

The Company wishes to retain as much flexibility as possible to issue additional equity securities into the future without having to obtain Shareholder approval.

To this end, Resolution 9 seeks Shareholder approval to the issue and allot 1,000,000 Deferred Consideration Shares.

If this Resolution is passed, the Company will be able to proceed with the proposed issue of the 1,000,000 Deferred Consideration Shares.

If this Resolution is not passed, the Company will not be able to proceed with the proposed issue and will not be able to proceed with the Transaction.

Directors’ Recommendation

The Board of Directors recommend Shareholders vote for this Resolution.

Resolution 10 – Approval of Issue of Performance Rights to the Ferlab Shareholder

Background

This Resolution seeks Shareholder approval to grant 11,000,000 Performance Rights (on a post consolidation basis) to the Ferlab Shareholder. The Performance Rights will entitle the Ferlab Shareholder to be issued up to an additional 11,000,000 IGH Shares (on a post consolidation basis) in four (4) tranches subject to and conditional upon the achievement of certain business

performance milestones for the 2023 and 2024 financial years (noting Ferlab operates under a January to December financial year). If approved by Shareholders, the Performance Rights will be issued for nil consideration and no funds will be raised by the issue of Performance Rights.

The Performance Rights will vest in part and become exercisable in the following conditional instalments:

Milestone	No. Performance Rights to vest upon Achievement (on a post consolidation basis)	No. Shares the Ferlab Shareholder Entitled to be Issued (on a post consolidation basis)
1. The Ferlab Business achieving gross revenue equal to or greater than A\$1,000,000 during H1 of 2023.	2,500,000	2,500,000
2. The Ferlab Business achieving gross revenue equal to or greater than A\$1,000,000 during H2 of 2023.	2,500,000	2,500,000
3. The Ferlab Business achieving gross revenue equal to or greater than A\$1,200,000 during H1 of 2024.	3,000,000	3,000,000
4. The Ferlab Business achieving gross revenue equal to or greater than A\$1,200,000 during H2 of 2024.	3,000,000	3,000,000
TOTAL	11,000,000	11,000,000

Notes:

- In each case, the gross revenue of the Ferlab Business is to be calculated and converted from RM to AUD using the market conversion rate as at the relevant calculation date.*
- The issuance of ordinary shares in the Company upon the exercise of the Performance Rights resulting from the achievement of the relevant milestone(s) remains subject in each case to the Company obtaining all necessary shareholder and/or NSX approvals.*
- A reference to "H1" means the period 1 January to 30 June in any given year. A reference to "H2" means the period 1 July to 31 December in any given year.*
- For the avoidance of doubt, if the Ferlab Business fails to achieve any milestone in the relevant period, the corresponding number of Performance Rights attached to that Milestone shall automatically lapse and the Ferlab Shareholder shall have no right or entitlement to be issued the corresponding number of shares in the Purchaser specified in the above table. The failure to achieve one Milestone does not prejudice any other milestones which are achieved in the relevant time frames.*

The vested Performance Rights shall expire and lapse 3 months following the date of satisfaction of the relevant Milestone (being the date upon which the Milestone is confirmed as being achieved and the Performance Right has vested). If a Milestone is not achieved in the relevant period, the corresponding number of unvested Performance Rights attached to that Milestone shall automatically lapse and the Ferlab Shareholder shall have no right or entitlement to be issued the corresponding number of shares in the Purchaser specified in the above table.

The Performance Rights are to be granted subject to additional terms and conditions contained in the Share Sale Agreement which are summarised at Annexure A to this Notice of Meeting.

Listing Rule 6.25

This Resolution proposes that Shareholders of the Company approve the grant of 11,000,000 Performance Rights (on a post consolidation basis).

Subject to certain circumstances outlined under NSX Listing Rule 6.25(2), NSX Listing Rule 6.25(1) prevents a company from issuing or agreeing to issue new securities in any twelve month period which amount to more than 15% of the Company's ordinary securities on issue without shareholder approval.

The Company wishes to retain as much flexibility as possible to issue additional equity securities into the future without having to obtain Shareholder approval.

To this end, this Resolution seeks Shareholder approval to the issue and allot the Performance Rights.

If this Resolution is passed, the Company will be able to proceed with the proposed issue of the Performance Rights.

If this Resolution is not passed, the Company will not be able to proceed with the proposed issue and will not be able to proceed with the Transaction.

Directors' Recommendation

The Board of Directors recommend Shareholders vote for this Resolution.

Resolution 11 – Approval of Issue of Approval of Issue of Fully Paid Ordinary Shares to Koon Lip Choo, Director of the Company

Background

This Resolution seeks Shareholder approval to issue and allot 5,700,000 Fully Paid Ordinary Shares (on a post consolidation basis) at an issue price per share of A\$0.05 and an aggregate deemed issue price of A\$285,000 (**KLC Conversion Shares**) to Dr Koon Lip Choo, a Director of the Company, or his nominee/s as:

1. repayment of accrued and unpaid director fees owed to Dr Koon Lip Choo in the amount of A\$39,000, by way of conversion into 780,000 KLC Conversion Shares;
2. repayment of part of the loans payable by the Company to Dr Koon Lip Choo (and/or his related entities) in the amount of A\$109,870, by way of conversion into 2,197,400 KLC Conversion Shares; and
3. consideration for the conversion of convertible notes with a face value of A\$136,130 issued by the Company to Dr Koon Lip Choo's related entity, GA Skylight Berhad, into 2,722,600 KLC Conversion Shares at a deemed issue price of A\$0.05 per share.

In the event that Shareholders do not approve Resolution 11, the outstanding accrued expenses, director loans and convertible notes described above will remain liabilities of the Company and be payable in accordance with respective terms at a future date.

Listing Rule 6.44

NSX Listing Rule 6.44 provides that unless one of the exceptions in Listing Rule 6.44 applies, the Company, as a listed company, must not issue equity securities to a related party without Shareholder approval.

As Koon Lip Choo is a related party of the Company by virtue of being a Director and substantial Shareholder of the Company, the proposed issue of Loan Shares does not fall within any of the

exceptions in Listing Rule 6.44, and therefore requires the approval of the Company's Shareholders under Listing Rule 6.44.

To this end, this Resolution seeks the required Shareholder approval to issue the Loan Shares to Koon Lip Choo under and for the purposes of Listing Rule 6.44.

If this Resolution is passed, the Company will be able to proceed with the proposed issue.

If this Resolution is not passed, the Company will not be able to proceed with the proposed issue of Loan Shares and the outstanding loan amount will remain a liability of the Company and be payable in cash at a future date.

Chapter 2E of the Corporations Act

Chapter 2E of the Corporations Act prohibits the Company from giving a financial benefit to a related party of the Company unless either:

- a. the giving of the financial benefit falls within one of the exceptions to the provisions; or
- b. Shareholder approval is obtained prior to the giving of the financial benefit.

The proposed issue of KLC Conversion Shares (which is a type of equity security, for the purposes of the Chapter 2E of the Corporations Act) constitutes the giving of a financial benefit.

A "related party" for the purposes of the Corporations Act and the Listing Rules is widely defined and includes a director of a public company, a spouse of a director of a public company or an entity controlled by a director of a public company. The definition of "related party" also includes a person whom there is reasonable grounds to believe will become a "related party" of a public company.

As Koon Lip Choo is a Director and substantial Shareholder of the Company, Koon Lip Choo is a "related party" of the Company. Therefore, the proposed issue of fully paid ordinary shares to Koon Lip Choo may require Shareholder approval under both Chapter 2E of the Corporations Act unless an exception to this rule applies.

The non-conflicted Directors of the Company have carefully considered the issue of the KLC Conversion Shares to Koon Lip Choo and formed the view that the giving of this financial benefit is reasonable and on arms-length terms, as the securities are proposed to be issued at the same price per share as securities issued to non-related parties of the Company at or around the same time.

Accordingly, the Company considers that the issue of KLC Conversion Shares to Koon Lip Choo falls within the "arm's length terms" exception as set out in section 210 of the Corporations Act and relies on this exception for the purposes of Resolution 11 of the Notice of Meeting.

Technical Information required by Listing Rule 6.44

Pursuant to and in accordance with Listing Rule 6.44, the following information is provided in relation to Resolution 11:

1. the KLC Conversion Shares will be issued to Koon Lip Choo who falls within the category set out in Listing Rule 6.44 by virtue of being a Director.
2. the maximum number of KLC Conversion Shares to be issued to Koon Lip Choo under this Resolution 11 is 5,700,000.

3. The KLC Conversion Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
4. the KLC Conversion Shares will be issued no later than 1 year after the date of the Meeting and it is anticipated the KLC Conversion Shares will be issued on or about the date of completion of the Transaction;
5. the deemed issue price of the Director Shares will be \$0.05 per Share, being the same issue price as Shares issued to the Ferlab Shareholder pursuant to the Transaction. The KLC Conversion Shares are issued via conversion of debt owing to Koon Lip Choo by the Company totalling \$285,000 into Shares and therefore this debt of the Company will be satisfied by the issuance of these Shares;
6. the purpose of the issue of the KLC Conversion Shares is to satisfy a portion of debts owing by the Company to Koon Lip Choo, and satisfying such debts via the issuance of Shares rather than payment of cash will allow the Company to spend a greater proportion of its cash reserves on its operations;
7. the number of KLC Conversion Shares to be issued to Koon Lip Choo has been determined based upon the conversion of \$285,000 in debts into Shares at the conversion price of \$0.05 per Share (on a post consolidation basis), being the same price per Share issued to non-related parties in connection with the Transaction;
8. the Company does not consider that there are any significant opportunity costs to the Company or benefits foregone by the Company in issuing the KLC Conversion Shares upon the terms proposed;
9. the total remuneration package for Koon Lip Choo for the previous financial year and the proposed total remuneration package for the current financial year is set out below in the explanatory memorandum commentary for Resolution 12 to 14;
10. the relevant interests of Koon Lip Choo in securities of the Company as at the date of this Notice of Meeting are set out below in the explanatory memorandum commentary for Resolutions 12 to 14;
11. the trading history of the Shares on NSX in the 12 months before the date of this Notice of Meeting is set out below in the explanatory memorandum commentary for Resolutions 12 to 14;
12. the Board is not aware of any other information that is reasonably required by Shareholders to allow them to decide whether it is in the best interests of the Company to pass Resolution 11;
13. the KLC Conversion Shares are being issued upon agreement by Koon Lip Choo with the Company for conversion of \$285,000 in debts into Shares at a conversion price of \$0.05 per Share (on a post-consolidation basis) in connection with the Transaction; and
14. voting exclusion statements are included in Resolution 11 of the Notice of Meeting.

Resolutions 12 to 14 – Approval of Issue of Fully Paid Ordinary Shares to Directors of the Company

Background

This Resolution seeks Shareholder approval to issue and allot the following Fully Paid Ordinary Shares to Directors of the Company:

- Resolution 12 - Michael Beer – 2,000,000 Shares (on a post-consolidation basis)
- Resolution 13 - Koon Lip Choo – 900,000 Shares (on a post-consolidation basis)
- Resolution 14 - Matthew Leonard – 1,800,000 Shares (on a post-consolidation basis)

(Together, the “**Director Shares**”)

As detailed above in the “*Background to the Proposed Transaction*” section, it is noted that it is proposed that The Company’s directors will be issued in aggregate up to 4,700,000 IGH Shares (on a post-consolidation basis) in consideration for their appointment, or continued appointment, to the IGH Board and provision of services to the Company pursuant to their respective Director Service Agreements with the Company.

Listing Rule 6.44

NSX Listing Rule 6.44 provides that unless one of the exceptions in Listing Rule 6.44 applies, the Company, as a listed company, must not issue equity securities to a related party without Shareholder approval.

Messrs Michael Beer and Matthew Leonard are related parties of the Company by virtue of being Directors of the Company and Koon Lip Choo is a related party of the Company by virtue of being a Director and substantial Shareholder of the Company. The proposed issues do not fall within any of the exceptions in Listing Rule 6.44, and therefore requires the approval of the Company’s Shareholders under Listing Rule 6.44.

To this end, this Resolution seeks the required Shareholder approval of the below issues under and for the purposes of Listing Rule 6.44:

- Resolution 12 - Michael Beer – 2,000,000 Director Shares (on a post-consolidation basis)
- Resolution 13 - Koon Lip Choo – 900,000 Director Shares (on a post-consolidation basis)
- Resolution 14 - Matthew Leonard – 1,800,000 Director Shares (on a post-consolidation basis)

If Resolutions 12, 13 and 14 are passed, the Company will be able to proceed with the issue of the Director Shares to Michael Beer, Koon Lip Choo and Matthew Leonard (as applicable) within 1 year after the date of the Meeting. The resolutions are not interdependent. As approval is being obtained under Listing Rule 6.44 the issue of the Director Shares will not use up any of the Company’s 15% annual placement capacity.

If Resolutions 12, 13 and 14 are not passed, the Company will not be able to proceed with the issue of the Director Shares to Michael Beer, Koon Lip Choo and Matthew Leonard and the Company would be required to provide cash remuneration to each relevant related party.

Chapter 2E of the Corporations Act

Chapter 2E of the Corporations Act prohibits the Company from giving a financial benefit to a related party of the Company unless either:

- a. the giving of the financial benefit falls within one of the exceptions to the provisions; or
- b. Shareholder approval is obtained prior to the giving of the financial benefit.

The proposed issue of ordinary shares (which is a type of equity security, for the purposes of the Chapter 2E of the Corporations Act) constitutes the giving of a financial benefit.

A “related party” for the purposes of the Corporations Act and the Listing Rules is widely defined and includes a director of a public company, a spouse of a director of a public company or an entity controlled by a director of a public company. The definition of “related party” also includes a person whom there is reasonable grounds to believe will become a “related party” of a public company.

For each director for whom the issue of Director Shares were considered, the other non-conflicted Directors considered the proposed and formed the view that the financial benefit constitutes reasonable remuneration given the circumstances of the Company, the quantum of the Director Shares and the responsibilities held by that Director in the Company.

Accordingly, the Company considers that the issue of the Director Shares to Michael Beer, Koon Lip Choo and Matthew Leonard to fall within the “reasonable remuneration” exception as set out in section 211 of the Corporations Act and relies on this exception for the purposes of Resolutions 12 to 14. Therefore, the proposed issue of Director Shares requires shareholder approval under and for the purposes of Listing Rule 6.44 only.

Technical Information required by Listing Rule 6.44

Pursuant to and in accordance with Listing Rule 6.44, the following information is provided in relation to Resolutions 12, 13 and 14:

1. the Director Shares will be issued to the following persons:
 - (a) Michael Beer (or their nominee) pursuant to Resolution 12;
 - (b) Dr Koon Lip Choo (or their nominee) pursuant to Resolution 13, and
 - (c) Matthew Leonard (or their nominee) pursuant to Resolution 14.
 each of whom falls within the category set out in Listing Rule 6.44 by virtue of being a Director.
2. the maximum number of Director Shares to be issued to the Related Parties (being the nature of the financial benefit proposed to be given) is 4,700,000 comprising:
 - (a) 2,000,000 Director Shares to Michael Beer (or their nominee) pursuant to Resolution 12;
 - (b) 900,000 Director Shares to Dr Koon Lip Choo (or their nominee) pursuant to Resolution 13; and
 - (c) 1,800,000 Director Shares to Matthew Leonard (or their nominee) pursuant to Resolution 14,
3. The Director Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
4. the Director Shares will be issued no later than 1 year after the date of the Meeting and it is anticipated the Director Shares will be issued on the same date, being on or about the date of completion of the Transaction;

5. the deemed issue price of the Director Shares will be \$0.05 per Share, being the same issue price as Shares issued to the Ferlab Shareholder pursuant to the Transaction. The Company will not receive any consideration for the issue of the Director Shares;
6. the purpose of the issue of the Director Shares is to provide a cost effective way from the Company to remunerate the Related Parties, which will allow the Company to spend a greater proportion of its cash reserves on its operations than it would if alternative cash forms of remuneration were given to the Related Parties;
7. the number of Director Shares to be issued to each of the Related Parties has been determined based upon a consideration of the remuneration of the Related Parties pursuant to their respective Director Service Agreements with the Company;
8. the Company does not consider that there are any significant opportunity costs to the Company or benefits foregone by the Company in issuing the Director Shares upon the terms proposed;
9. the total remuneration package for each of the Related Parties for the previous financial year and the proposed total remuneration package for the current financial year is set out below:

Related Party	FY2023 (Expected)	FY2022
Michael Beer	A\$136,000 ¹	A\$9,000
Dr Koon Lip Choo	A\$93,000 ²	A\$19,000
Matthew Leonard	A\$126,000 ³	A\$12,000

Notes:

1. *Comprising Director's fees of A\$36,000 per annum (excluding superannuation and GST, if any) and share based payments of A\$100,000 including the value of the Director Shares the subject of Resolution 12.*
 2. *Comprising a salary of A\$48,000 per annum (excluding superannuation and GST, if any) and share based payments of A\$45,000 including the value of the Director Shares the subject of Resolution 13.*
 3. *Comprising Director's fees of A\$36,000 per annum (excluding superannuation and GST, if any) and share based payments of A\$90,000 including the value of the Director Shares the subject of Resolution 14.*
10. the relevant interests of the Related Parties in securities of the Company as at the date of this Notice of Meeting are set out below:

Related Party	Shares ¹	Options	Performance Rights
Michael Beer	Nil	Nil	Nil
Dr Koon Lip Choo	1,880,000	Nil	Nil
Matthew Leonard	Nil	Nil	Nil

Notes:

1. *Fully paid ordinary shares in the capital of the Company (on a post-consolidation basis)*

11. the trading history of the Shares on NSX in the 12 months before the date of this Notice of Meeting is set out below:

	Price	Date
Highest	N/A	N/A
Lowest	N/A	N/A
Last	N/A	N/A

It is noted that there has not been any trade of the Shares on NSX in the past 12 months before the date of this Notice of Meeting.

The last trade of the Shares on NSX occurred on 29 July 2020 (1,850 shares at \$0.25 per Share).

12. the Board is not aware of any other information that is reasonably required by Shareholders to allow them to decide whether it is in the best interests of the Company to pass Resolutions 12, 13 and 14;
13. the Director Shares are being issued under each Related Party's respective Director Service Agreement with the Company. A summary of the material terms of the respective letters of appointment are set out in Annexure B; and
14. voting exclusion statements are included in Resolutions 12, 13 and 14 of the Notice of Meeting.

Other Company Changes

Resolution 15 – Change of Company Name

The Company proposes to change its name from “I-Global Holdings Limited” to “AGRI Skylight Ltd” which more accurately reflects the proposed future operations of the Company. The change of name will take effect from when ASIC alters the details of the Company's registration.

The Company also proposes to change its NSX ticker code from 'IGH' to 'ASL' to reflect this change, subject to confirmation by NSX.

This change in name will not in itself, affect the legal status of the Company or any of its assets or liabilities.

The proposed name has been reserved with ASIC by the Company and if this Resolution is passed the Company will lodge a copy of the Special Resolution with ASIC following the Meeting in order to effect the change.

Pursuant to section 157(1) of the Corporations Act, a change in Company name can only be effected by way of a Special Resolution passed by its Shareholders. Therefore, this Resolution is a Special Resolution that can only be passed if at least 75% of the total votes cast by Shareholders entitled to vote on this Resolution are voted in its favour.

Directors' Recommendation

The Board of Directors recommend Shareholders vote for this Resolution.

Resolution 16 – Approval of Share Consolidation

Background

This Resolution 16 seeks Shareholder approval to consolidate the total number of existing Securities on issue on a ten (10) for one (1) basis (**Consolidation**).

A summary of the effect of the Consolidation on the Company's capital structure as at the date of this Notice is as follows:

Existing Securities	Current number	Post Consolidation (subject to rounding)
Existing Shares	74,577,000	7,457,700

Effect of Resolution 16 to Shareholders

The effect of the Consolidation is to reduce the number of Shares on issue from 74,577,000 to 7,457,700 (subject to rounding).

As the Consolidation applies equally to all Shareholders (subject only to the rounding of fractions), it will have no material effect on the percentage interest of each existing Shareholder.

Theoretically, the market price of each Share following the Consolidation should increase to 10 times its current value. Practically, the actual effect on the market price of each Share will be dependent upon a number of factors which will not be within the control of the Company. Therefore, this may result in the market price of each Share following Consolidation being higher or lower than the theoretical post-Consolidation price.

Legal requirements

Section 254H of the Corporations Act provides that a company may, by resolution passed in a general meeting, convert all or any of its shares into a larger or smaller number.

Fractional Entitlements

Not all Securityholders of the Company will hold a number of Shares that can be evenly divided by the Consolidation ratio. Where a fractional entitlement occurs, the Company will round that fraction down (as the case may be) to the nearest whole Share

Holding Statements

From the date of the Consolidation, all holding statements for Shares will cease to have any effect, except as evidence of entitlement to a certain number of Shares on a post Consolidation basis. After the Consolidation becomes effective, the Company will arrange for new holding statements for Shares to be issued to Shareholders. It is the responsibility of each and every affected Securityholder to check the number of Shares held prior to disposal or exercise (as the case may be).

Timetable

If Resolution 16 is approved by Shareholders, the Company will undertake the Consolidation within 7 days of the Meeting.

Shareholder approval of Resolution 16 is subject to Shareholder approval of the Transaction Resolutions.

Directors' Recommendation

The Board of Directors recommend Shareholders vote for this Resolution.

Resolution 17 – Adoption of Amended Constitution

The Company's current constitution was adopted by the Company in 2017, prior to admission to the NSX.

As part of the Company's regular review of its operations to streamline administration, minimise costs and incorporate recent regulatory updates, the Company proposes to amend the Constitution as set out below.

For the following reasons, the Board of the Company wishes to amend its existing Constitution in order to bring the provisions of the Constitution in line with recent technological and Listing Rule updates and will assist the Company to more effectively and efficiently communicate with Shareholders as well as utilise various electronic platforms and tools to hold and conduct Shareholder meetings

Accordingly, the Company has prepared an updated Constitution (**New Constitution**) which incorporates the following key amendments:

- (a) Replace Clause 15.2 with the following:

15.2 Convening of General Meetings of Shareholders by a Director or requisition

Any Director may, whenever he or she thinks fit, convene a general meeting of Shareholders, and a general meeting shall also be convened on requisition as is provided for by the Corporations Act, or in default, may be convened by such requisitions as empowered to do so by the Corporations Act. If there are no Directors for the time being, a Secretary may convene a general meeting of Shareholders for the purpose of enabling the election of Directors but for no other purpose.

- (b) Insert the following as a new Clause 15.7

15.7 Use of technology at general meetings

- (a) *Subject to applicable law:*

- (i) a meeting of the Members may be held by means of such telephone, electronic or other communications facilities or technology as approved by the Board that permits all persons in the meeting to communicate with each other simultaneously and instantaneously;*
- (ii) participation in such a meeting shall constitute presence in person or 'personally' at such meeting (including for the purpose of any quorum requirements in this Constitution);*
- (iii) a reference to a "place" when used in the context of a general meeting may be, but need not be, a physical place; and*
- (iv) if the technology used in accordance with clause (i) encounters a technical difficulty, whether before or during the meeting, which results in a Member not being able to participate in the meeting, the chair may, subject to the Act and this Constitution, allow the meeting to continue or may adjourn the meeting either for such reasonable period as may be required to fix the technology or to such other time and location as the chair deems appropriate.*

- (c) Replace Clause 15 with the following):

15 Restricted Securities

For so long as the Company has any Restricted Securities on issue, the following apply:

- (a) A holder of Restricted Securities must not dispose of, or agree or offer to dispose of, the securities during the escrow period applicable to those securities except as permitted by the Listing Rules or NSX.*
- (b) If the Restricted Securities are in the same class as quoted securities, the holder will be taken to have agreed in writing that the Restricted Securities are to be kept on the Company's issuer sponsored sub-register and are to have a holding lock applied for the duration of the escrow period applicable to those securities.*
- (c) The Company will refuse to acknowledge any disposal (including, without limitation, to register any transfer) of Restricted Securities during the escrow period applicable to those securities except as permitted by the Listing Rules or NSX.*
- (d) A holder of Restricted Securities will not be entitled to participate in any return of capital on those securities during the escrow period applicable to those securities except as permitted by the Listing Rules or NSX.*
- (e) If a holder of Restricted Securities breaches a restriction deed or a provision of this Constitution restricting a disposal of those securities, the holder will not be entitled to any dividend or distribution, or to exercise any voting rights, in respect of those securities for so long as the breach continues.*

- (d) Replace Clause 2.7 with the following:

2.7 Joint Holders

If more than four persons are registered as holders of Shares in the Company in the Register of Shareholders (or a request is made to register more than four persons), then only the first four persons will be regarded as holders of Shares in the Company and all other names will be disregarded by the Company for all purposes.

Prior to the Meeting, a copy of the New Constitution is available for review by Shareholders at the Company's registered office during normal business hours. A copy of the New Constitution can also be sent to Shareholders of the Company upon a request being made to the Company Secretary Nova Taylor nova.taylor@automicgroup.com.au.

A complete signed copy of the New Constitution will be tabled at the Meeting.

Pursuant to section 136(2) of the Corporations Act, a modification to the Company's Constitution can only be effected by way of a Special Resolution passed by its Shareholders. Therefore, this Resolution is a Special Resolution that can only be passed if at least 75% of the total votes cast by Shareholders entitled to vote on this Resolution are voted in its favour.

Professional Advice

If you have any doubt or do not understand this Resolution, it is strongly recommended that you seek advice from a solicitor or other professional advisor.

Directors' Recommendation

The Board of Directors recommend Shareholders vote for this Resolution.

Enquiries

Shareholders are asked to contact the Company Secretary on 03 8678 4091 if they have any queries in respect of the matters set out in these documents.

Glossary

AEST means Australian Eastern Standard Time as observed in Sydney, New South Wales.

Annual Financial Report means the 2022 Annual Report to Shareholders for the period ended 31 December 2022 as lodged by the Company with NSX on 31 March 2023.

Annual General Meeting or **AGM** or **Meeting** means an Annual General Meeting of the Company and, unless otherwise indicated, means the meeting of the Company's members convened by this Notice of Meeting.

ASIC means Australian Securities and Investment Commission.

Associate has the meaning given to it by the NSX Listing Rules.

Auditor's Report means the auditor's report of Connect National Audit dated 31 March 2023 as included in the Annual Financial Report.

Board means the current board of Directors of the Company.

Business Day means a day on which trading takes place on the stock market of NSX.

Chair means the person chairing the Meeting.

Closely Related Party of a member of the KMP means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependant of the member or of the member's spouse;
- (d) 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 dealings with the Company;
- (e) a company the member controls; or
- (f) a person prescribed by the *Corporation Regulations 2001* (Cth).

Company means i-Global Holdings Limited ACN 28 611 470 010.

Constitution means the Company's constitution.

Corporations Act means the *Corporations Act 2001* (Cth) as amended or replaced from time to time.

Director means a current director of the Company.

Directors' Report means the report of Directors as included in the Annual Financial Report.

Dollar or **"\$"** means Australian dollars.

Explanatory Statement means the explanatory statement accompanying this Notice of Meeting.

Ferlab means Ferlab Sdn. Bhd.

Ferlab Shareholder means Teo Bee Thai (a.k.a Vincent Teo), the sole shareholder of Ferlab Sdn. Bhd.

KMP means key management personnel (including the Directors) whose remuneration details are included in the Remuneration Report.

Notice of Meeting or **Notice of Annual General Meeting** means this notice of annual general meeting dated 26 May 2023 including the Explanatory Statement.

NSX means National Stock Exchange of Australia Limited ACN 000 902 063 or the financial market operated by it, as the context requires, of 1 Bligh Street, Sydney, NSW 2000.

NSX Listing Rules or **Listing Rules** means the official NSX Listing Rules of the NSX and any other rules of the NSX which are applicable while the Company is admitted to the official list of the NSX, as amended or replaced from time to time, except to the extent of any express written waiver by the NSX.

Option means an option which, subject to its terms, could be exercised into a Share.

Ordinary Resolution means a resolution that can only be passed if at least 50% of the total votes cast by Shareholders entitled to vote on the resolution are voted in its favour at the meeting.

Performance Right means a performance right which, subject to its terms, could convert to a Share.

Proxy Form means the proxy form attached to this Notice of Meeting.

Remuneration Report means the remuneration report as set out in the Annual Financial Report.

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

Restricted Voter means a member of the Company's KMP and any Closely Related Parties of those members.

Securities mean Shares and/or Options (as the context requires).

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

Shareholder means a holder of a Share.

Share Registry means Automic Pty Ltd.

Special Resolution means a resolution that can only be passed if at least 75% of the total votes cast by Shareholders entitled to vote on the resolution are voted in its favour at the meeting.

Spill Meeting means the meeting that will be convened within 90 days of the 2023 AGM if a threshold of votes is cast against the adoption of the Remuneration Report at the Meeting and the 2023 AGM.

Spill Resolution means the resolution required to be put to Shareholders at the 2023 AGM if a threshold of votes is cast against the adoption of the Remuneration Report at the Meeting and the 2023 AGM.

Trading Day has the meaning given to that term in NSX Definitions, Business Rules & Listing Rules.

Transaction Resolutions means Resolutions 4, 7 to 11, 15 and 16 (inclusive).

VWAP means the volume weighted average market (closing) price, with respects to the price of Shares.

ANNEXURE A

PERFORMANCE RIGHTS TERMS

A summary of the terms of the Performance Rights to be granted to the Ferlab Shareholders is set out below:

1. Milestone Conditions and Expiry Dates

The Performance Rights shall be subject to the following performance milestone conditions (**Milestones**) and shall have the following expiry dates:

Vesting Conditions / Milestone: Performance Rights will vest in part and become exercisable in the following conditional instalments:

Milestone	No. Performance Rights to vest of Achievement	No. Shares Vendor Entitled to be Issued
1. The Ferlab Business achieving gross revenue equal to or greater than A\$1,000,000 during H1 of 2023.	2,500,000	2,500,000
2. The Ferlab Business achieving gross revenue equal to or greater than A\$1,000,000 during H2 of 2023.	2,500,000	2,500,000
3. The Ferlab Business achieving gross revenue equal to or greater than A\$1,200,000 during H1 of 2024.	3,000,000	3,000,000
4. The Ferlab Business achieving gross revenue equal to or greater than A\$1,200,000 during H2 of 2024.	3,000,000	3,000,000
TOTAL	11,000,000	11,000,000

Notes:

1. In each case, the gross revenue of the Ferlab Business is to be calculated and converted from RM to AUD using the market conversion rate as at the relevant calculation date.
2. The issuance of ordinary shares in the Purchaser upon the exercise of the Performance Rights resulting from the achievement of the relevant milestone(s) remains subject in each case to the Purchaser obtaining all necessary shareholder and/or NSX approvals.
3. A reference to "H1" means the period 1 January to 30 June in any given year. A reference to "H2" means the period 1 July to 31 December in any given year.
4. For the avoidance of doubt, if the Ferlab Business fails to achieve any milestone in the relevant period, the corresponding number of Performance Rights attached to that Milestone shall automatically lapse and the Vendor shall have no right or entitlement to be issued the corresponding number of shares in the Purchaser specified in the above table. The failure to achieve one Milestone does not prejudice any other milestones which are achieved in the relevant time frames.

Expiry Date: The vested Performance Rights shall expire and lapse 3 months following the date of satisfaction of the relevant Milestone (being the date upon which the Milestone is confirmed as being achieved and the Performance Right has vested).

If a Milestone is not achieved in the relevant period, the corresponding number of unvested Performance Rights attached to that Milestone shall automatically lapse and the Vendor shall have no right or entitlement to be issued the corresponding number of shares in the Purchaser specified in the above table.

2. NOTIFICATION TO HOLDER

The Company shall notify the holder in writing when each Milestone has either been satisfied or not.

3. CONVERSION

Subject to paragraph 17 below, upon satisfaction of each respective Milestone, and the issue of the notice referred to in paragraph 2 above, each Performance Right attached to that Milestone will, at the election of the holder, convert into one fully paid ordinary share in the Purchaser (each a **Share**). Conversion of the vested Performance Rights can be made by the holder providing a written notice to the Purchaser. The holder must exercise their right of conversion by no later than 3 months following the date of satisfaction of the Milestones, failing which the unexercised Performance Rights will lapse.

4. CONVERSION ON CHANGE OF CONTROL

Subject to paragraph 17 below and notwithstanding whether the Milestones have not been satisfied, upon the occurrence of either:

- (a) a takeover bid under Chapter 6 of the *Corporations Act 2001 (Cth)* having been made in respect of the Purchaser having received acceptances for more than 50% of the Purchaser's Shares on issue and being declared unconditional by the bidder; or
- (b) a Court granting orders approving a compromise or arrangement for the purposes of or in connection with a scheme of arrangement for the reconstruction of the Purchaser or its amalgamation with any other company or companies (whereby more than 50% of the Purchaser's Shares on issue are acquired by a party who does not control the Purchaser at the time the Performance Rights are granted),

the Performance Rights shall automatically convert into Shares, provided that if the number of Shares that would be issued upon such conversion is greater than 10% of the Purchaser's Shares on issue as at the date of conversion, then that number of Performance Rights that is equal to 10% of the Purchaser's Shares on issue as at the date of conversion under this paragraph will automatically convert into an equivalent number of Shares. The conversion will be completed on a pro rata basis across each class of Performance Rights then on issue as well as on a pro rata basis for each holder of Performance Rights. Performance Rights that are not converted into Shares under this paragraph will continue to be held by the holders on the same terms and conditions.

5. LAPSE OF A PERFORMANCE RIGHT

Any Performance Right that has not been converted into a Share prior to the Expiry Date specified in paragraph 1 will automatically lapse.

6. FRAUDULENT OR DISHONEST ACTION

If a holder (or the relevant associate) ceases to be an employee or director of the Purchaser in circumstances where the cessation or termination is specifically referenced to the holder (or the relevant associate of the holder) having been found to have acted fraudulently or dishonestly in the performance of his or her duties, then:

- (a) the Board must deem any unvested Performance Rights of the holder to have immediately lapsed and be forfeited; and
- (b) any Performance Rights that have vested will continue in existence in accordance with their terms of issue.

7. CEASING TO BE AN EMPLOYEE OR DIRECTOR

If a holder (or the relevant associate of the holder) ceases to be an employee or director of the Purchaser in circumstances where the cessation or termination arises because the holder (or the relevant associate of the holder):

- (a) voluntarily resigns his or her position (other than to take up employment with a subsidiary of the Purchaser);

- (b) wilfully breaches the terms of the engagement of the holder (or the relevant associate of the holder) or any policy of the Purchaser's published policies regulating the behaviour of holder (or the relevant associate of the holder);
- (c) is convicted of a criminal offence which, in the reasonable opinion of the Purchaser, might tend to injure the reputation or the business of the Purchaser; or
- (d) is found guilty of a breach of the *Corporations Act 2001 (Cth)* and the Board considers that it brings the holder (or the relevant associate of the holder) or the Purchaser into disrepute,

then:

- (e) unless the Board decides otherwise in its absolute discretion, the Board will deem any unvested Performance Rights of the holder to have immediately lapsed and be forfeited; and
- (f) any Performance Rights that have vested will continue in existence in accordance with their terms of issue.

8. OTHER CIRCUMSTANCES

The Performance Rights will not lapse and be forfeited where the holder (or the relevant associate of the holder) ceases to be an employee or director of the Purchaser for one of the following reasons:

- (a) death or total permanent disability (in respect of total permanent disability being that because of a sickness or injury, the holder (or the relevant associate of the holder) is unable to work in his or her own or any occupation for which they are suited by training, education, or experience for a continuous period beyond one year);
- (b) redundancy (being where the holder (or the relevant associate of the holder) ceases to be an employee or director due to the Purchaser no longer requiring the holder's (or the relevant associate's) position to be performed by any person); or
- (c) any other reason, other than a reason listed in paragraph 6 and 7 (not including paragraph 7(i), in which case the Board may exercise its absolute discretion to allow the resigned to retain their Performance Right), that the Board determines is reasonable to permit the holder (or the relevant associate of the holder) to retain his or her Performance Rights, and in those circumstances the Performance Rights will continue to be subject to the Milestones.

9. SHARE RANKING

All Shares issued upon the conversion of Performance Rights will upon issue rank *pari passu* in all respects with existing Shares.

10. APPLICATION TO NSX

The Performance Rights will not be quoted on NSX.

11. TIMING OF ISSUE OF SHARES ON CONVERSION

Within five (5) business days after the date that the holder gives a notice exercising conversion of the Performance Rights, the Purchaser will:

- (a) issue the number of Shares required under these terms and conditions in respect of the number of Performance Rights converted;
- (b) if required, give NSX a notice that complies with section 708A(5)(e) of the *Corporations Act 2001 (Cth)*; and
- (c) if admitted to the official list of NSX at the time, apply for official quotation on NSX of Shares issued pursuant to the conversion of the Performance Rights.

If a notice delivered under paragraph 11(ii) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Purchaser must, no later than 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.

12. RESTRICTION ON TRANSFER OR DISPOSAL OF SHARES

If the Purchaser is unable to give NSX a notice that complies with section 708A(5)(e) of the *Corporations Act 2001* (Cth), Shares issued on conversion of the Performance Rights may not be traded until 12 months after their issue unless the Purchaser, at its sole discretion, elects to issue a prospectus pursuant to section 708A(11) of the *Corporations Act 2001* (Cth).

Except as set out in the Purchaser's share trading policy and applicable laws, no other specific disposal restrictions apply to the Shares that are issued or transferred as a result of the conversion of the Performance Rights.

13. TRANSFER OF PERFORMANCE RIGHTS

The Performance Rights are not transferable.

14. PARTICIPATION IN NEW ISSUES

A Performance Right does not entitle a holder (in their capacity as a holder of a Performance Right) to participate in new issues of capital offered to holders of Shares such as bonus issues and entitlement issues.

15. REORGANISATION OF CAPITAL

If at any time the issued capital of the Purchaser is reconstructed, all rights of a holder will be changed in a manner consistent with the applicable NSX Listing Rules and the Corporations Act at the time of reorganisation.

16. DIVIDEND AND VOTING RIGHTS

The Performance Rights do not confer on the holder an entitlement to vote on any resolutions proposed by the Purchaser (except as otherwise required by law) or receive dividends.

17. DEFERRAL OF CONVERSION IF RESULTING IN A PROHIBITED ACQUISITION OF SHARES

If the conversion of a Performance Right would result in any person being in contravention of section 606(1) of the *Corporations Act 2001* (Cth) (**General Prohibition**) then the conversion of that Performance Right shall be deferred until such later time or times that the conversion would not result in a contravention of the General Prohibition. In assessing whether a conversion of a Performance Right would result in a contravention of the General Prohibition:

- (a) holders may give written notification to the Purchaser if they consider that the conversion of a Performance Right may result in the contravention of the General Prohibition. The absence of such written notification from the holder will entitle the Purchaser to assume the conversion of a Performance Right will not result in any person being in contravention of the General Prohibition; and
- (b) the Purchaser may (but is not obliged to) by written notice to a holder request a holder to provide the written notice referred to in paragraph (i) within seven days if the Purchaser considers that the conversion of a Performance Right may result in a contravention of the General Prohibition. The absence of such written notification from the holder will entitle the Purchaser to assume the conversion of a Performance Right will not result in any person being in contravention of the General Prohibition.

18. NO RIGHTS TO RETURN OF CAPITAL

A Performance Right does not entitle the holder to a return of capital, whether in a winding up, upon a reduction of capital or otherwise.

19. RIGHTS ON WINDING UP

A Performance Right does not entitle the holder to participate in the surplus profits or assets of the Purchaser upon winding up.

20. TAX DEFERRAL

For the avoidance of doubt, Subdivision 83A-C of the *Income Tax Assessment Act 1997* (Cth) will apply (subject to the conditions in that Act) to the Performance Rights.

21. NO OTHER RIGHTS

A Performance Right gives the holder no rights other than those expressly provided by these terms and those provided at law where such rights at law cannot be excluded by these terms.

22. NSX LISTING RULE COMPLIANCE

The Board reserves the right to amend any term of the Performance Rights to ensure compliance with the NSX Listing Rules.

ANNEXURE B

Summary of material terms of Director Service Agreements

Dr. Koon Lip Choo

1. Dr. Choo is appointed CEO and Executive Director of the Company
2. Commencement date of 1 September 2022
3. Remuneration of:
 - (a) Cash: A\$48,000 per annum plus superannuation
 - (b) Shares: 900,000 ordinary shares in the Company with a deemed issue price of \$0.05 per share
4. Entitlement to be reimbursed reasonable out of pocket expenses incurred in performing their role
5. The Company will include the person in any Directors and Officers liability insurance which the Company obtains
6. Termination of employment without cause by either party on 3 months' notice in writing
7. Right for the company to terminate immediately for misconduct or serious breach of the agreement

Mr. Michael Beer

8. Mr Beer is appointed Non- Executive Director of the Company
9. Commencement date of 26 October 2022
10. Remuneration of:
 - (a) Cash: A\$36,000 per annum plus superannuation
 - (b) Shares: 2,000,000 ordinary shares in the Company with a deemed issue price of \$0.05 per share
11. Entitlement to be reimbursed reasonable out of pocket expenses incurred in performing their role
12. The Company will include the person in any Directors and Officers liability insurance which the Company obtains

Mr. Matthew Leonard

13. Mr Leonard is appointed Non- Executive Director of the Company
14. Commencement date of 13 September 2022
15. Remuneration of:
 - (a) Cash: A\$36,000 per annum plus superannuation
 - (b) Shares: 1,800,000 ordinary shares in the Company with a deemed issue price of \$0.05 per share
16. Entitlement to be reimbursed reasonable out of pocket expenses incurred in performing their role
The Company will include the person in any Directors and Officers liability insurance which the Company obtains

Proxy Voting Form

If you are attending the meeting
in person, please bring this with you
for Securityholder registration.

[EntityRegistrationDetailsLine1Envelope]
[EntityRegistrationDetailsLine2Envelope]
[EntityRegistrationDetailsLine3Envelope]
[EntityRegistrationDetailsLine4Envelope]
[EntityRegistrationDetailsLine5Envelope]
[EntityRegistrationDetailsLine6Envelope]

[HolderNumber]

Holder Number:
[HolderNumber]

Your proxy voting instruction must be received by **2.00pm (AEST) on Monday, 29 May 2023**, 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 KMP.

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://automic.com.au>.

Lodging your Proxy Voting Form:

Online:

Use your computer or smartphone to appoint a proxy at
<https://investor.automic.com.au/#/login>

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:

Automic
GPO Box 5193
Sydney NSW 2001

IN PERSON:

Automic
Level 5, 126 Phillip Street
Sydney NSW 2000

BY EMAIL:

meetings@automicgroup.com.au

BY FACSIMILE:

+61 2 8583 3040

All enquiries to Automic:

WEBSITE: <https://automicgroup.com.au/>

PHONE: 1300 288 664 (Within Australia)
+61 2 9698 5414 (Overseas)

