

15 July 2020

Dear Shareholders,

### **IMPACT OF COVID-19 RESTRICTIONS ON THE COMPANY'S GENERAL MEETING**

The shareholder meeting is scheduled to be held in Sydney on Monday 17 August 2020 at 11.00am (AEST) (**Meeting**). However, in light of the status of the evolving COVID-19 situation and Government restrictions on public gatherings in place at the time of the Meeting, the Directors have made a decision that Shareholders will not be able to attend the Meeting in person.

Accordingly, the Directors **strongly encourage all shareholders to lodge a directed proxy form prior to the Meeting.**

The Australian government is implementing a wide range of measures to contain or delay the spread of COVID-19. If it becomes necessary or appropriate to make alternative arrangements to those set out in the Company's Notice of Meeting, the Company will notify Shareholders accordingly via the Company's website at <https://aumake.com.au/investors/> and the ASX Company's Announcement Platform at [asx.com.au](https://asx.com.au) (ASX: AU8).

Shareholders will be able to participate in the Meeting by:

- 1.1.1 voting their Shares if possible, prior to the Meeting by lodging the attached proxy form attached to the Notice by no later than 11.00am on Saturday 15 August 2020;
- 1.1.2 emailing the questions to Mr David Franks, Company Secretary (David.Franks@automicgroup.com.au) by no later than Monday 10 August 2020; and/or
- 1.1.3 attending the online meeting by entering the following URL into their browser: <https://web.lumiagm.com> and entering the Meeting ID 360-557-932 when prompted.

Shareholders are encouraged to use options 1 and 2 above to vote their Shares and submit questions in advance of the Meeting. This will assist, for example, in enabling management to prepare appropriate responses to your questions. However, Shareholders may still participate in the Meeting via a live webcast. If you decide to participate in the Meeting using option 3, you can log into the Meeting and follow the instructions attached in the online meeting user guide attached at **Appendix A**.

Attending the Meeting online enables Shareholders to view the meeting live and to cast votes on the Resolutions in the real time poll at the appropriate time.

Please note that if you have previously submitted a Proxy Form and you elect to vote online at the Meeting your proxy's authority to vote will be revoked for any resolutions where you have cast an online vote.

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Further details of any teleconference or online meeting facilities, including detailed instructions on how to access such facilities, will be made available to Shareholders on the Company's website at <https://aumake.com.au/investors/> and the ASX Company's Announcement Platform at [asx.com.au](http://asx.com.au) (ASX: AU8) prior to the Meeting.

This announcement is authorised for market release by the Board of AuMake International Limited.

Sincerely,

A handwritten signature in black ink, appearing to read 'D. Franks', with a horizontal line underneath.

**David Franks**  
Company Secretary

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# AUMAKE INTERNATIONAL LIMITED

ACN 150 110 017

## NOTICE OF GENERAL MEETING

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Notice is given that the Meeting will be held at:

**TIME:** 11.00am (AEST)

**DATE:** Monday 17 August 2020

**PLACE:** Due to the ongoing COVID-19 pandemic, the Board has decided that Shareholders will not be permitted to attend the Meeting in person. The Meeting will be held online at <https://web.lumiagm.com>. Please refer to the cover letter of this Notice which provides instructions for how to participate in the Meeting.

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

***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.***

***The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 7.00pm (AEST) on Saturday 15 August 2020.***

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## BUSINESS OF THE MEETING

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### AGENDA

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#### 1. RESOLUTION 1 – ISSUE OF REMAINING STAGE 1 EQUITY CONSIDERATION TO PNL OUTLET LIMITED

*“That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 1,536,556 Shares to PNL Outlet Limited (or their respective nominees) as consideration for the Acquisition on the terms and conditions set out in the Explanatory Statement.”*

**Short Explanation of Resolution:** The Company entered into an Agreement pursuant to which the Company will acquire 100% of the Broadway Assets from the Vendors. The Company seeks Shareholder approval for the issue of the above Shares as consideration for the Acquisition in accordance with ASX Listing Rule 7.1.

**Voting Exclusion Statement:**

The Company will disregard any votes cast in favour of the Resolution by or on behalf of 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) namely PNL Outlet Limited or an associate of that person (or those persons).

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

- (a) a person as a proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chair 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
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - (i) 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
  - (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

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#### 2. RESOLUTION 2 – ISSUE OF STAGE 1 EQUITY CONSIDERATION TO THE RELATED PARTY VENDORS

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

*“That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to 12,403 Shares to the Related Party Vendors (or their respective nominee) as consideration for the Acquisition on the terms and conditions set out in the Explanatory Statement.”*

**Short Explanation of Resolution:** The Company entered into an Agreement pursuant to which the Company will acquire 100% of the Broadway Assets from the Vendors. The Company seeks Shareholder approval for the issue of the above Shares as consideration for the Acquisition in accordance with ASX Listing Rule 10.11.

**Voting Exclusion Statement:**

The Company will disregard any votes cast in favour of the Resolution by or on behalf of the Related Party Vendors (or their respective nominees) and any other 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 an associate of that person or those persons.

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

- (a) 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
- (b) the Chair 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
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - (i) 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
  - (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

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### **3. RESOLUTION 3 – ISSUE OF STAGE 2 EQUITY CONSIDERATION TO PNL OUTLET LIMITED**

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

*“That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to that number of Shares to the value of \$1,595,250 to PNL Outlet Limited (or their respective nominees) as consideration for the Acquisition on the terms and conditions set out in the Explanatory Statement.”*

**Short Explanation of Resolution:** The Company has entered into an Agreement pursuant to which the Company will acquire 100% of the Broadway Assets from the Vendors. The Company seeks Shareholder approval for the issue of the above Shares as consideration for the Acquisition in accordance with ASX Listing Rule 7.1.

**Voting Exclusion Statement:**

The Company will disregard any votes cast in favour of the Resolution by or on behalf of 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) namely, PNL Outlet Limited or an associate of that person (or those persons).

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

- (a) a person as a proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chair 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
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - (i) 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
  - (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

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### **4. RESOLUTION 4 – ISSUE OF STAGE 2 EQUITY CONSIDERATION TO THE RELATED PARTY VENDORS**

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

*"That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to that number of Shares to the value of \$531,750 to the Related Party Vendors (or its nominee) on the terms and conditions set out in the Explanatory Statement."*

**Short Explanation of Resolution:** The Company entered into an Agreement pursuant to which the Company will acquire 100% of the Broadway Assets from the Vendors. The Company seeks Shareholder approval for the issue of the above Shares as consideration for the Acquisition in accordance with ASX Listing Rule 10.11.

**Voting Exclusion Statement:**

The Company will disregard any votes cast in favour of the Resolution by or on behalf of the Related Party Vendors (or their respective nominees) and any other 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 an associate of that person or those persons.

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

- (a) 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
- (b) the Chair 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
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - (i) 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
  - (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

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**Dated: 15 July 2020**

**By order of the Board**



**David Franks**  
**Company Secretary**

**Voting in person**

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Please refer to the cover letter of this Notice in which, in light of COVID-19, the Directors provide that Shareholders will not be able to physically attend the meeting. Instead, Directors are strongly encouraging all Shareholders to submit their votes through proxy voting forms **prior to the meeting** and to participate in an online meeting.

**Virtual Participation in the Meeting**

Shareholders who wish to participate in the Meeting online may do so:

- from their computer, by entering the URL into their browser: <https://web.lumiagm.com> and entering the Meeting ID 360-557-932 when prompted; and
- from their mobile device by either entering the URL in their browser: <https://web.lumiagm.com> and entering the Meeting ID 360-557-932 when prompted or by using the Lumi AGM App, which is available by downloading the app from the Apple App Store or Google Play Store.

If you choose to participate in the Meeting online or through the Lumi AGM app, you can log in to the Meeting by entering:

- the meeting ID, which is 360-557-932; and
- follow the instructions attached in the online meeting user guide attached at **Appendix A**.

Attending the Meeting online enables Shareholders to view the Meeting live and to cast votes on Resolutions at the appropriate times whilst the Meeting is in progress.

If you wish to ask the Chair a question with regards to the business of the Meeting, please submit your question in writing to [David.Franks@automicgroup.com.au](mailto:David.Franks@automicgroup.com.au) by no later than Monday 10 August 2020.

Please note that if you have previously submitted a Proxy Form and you elect to vote online at the Meeting your proxy's authority to vote will be revoked for any resolutions where you have cast an online vote.

More information regarding participating in the Meeting online can be found by visiting the Company's website at <https://aumake.com.au/investors/>

### **Voting by proxy**

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

In accordance with section 249L of the Corporations Act, Shareholders are advised that:

- each Shareholder has a right to appoint a proxy;
- the proxy need not be a Shareholder of the Company; and
- a Shareholder who is entitled to cast two (2) or more votes may appoint two (2) proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints two (2) proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

Shareholders and their proxies should be aware that:

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

### **Power of Attorney**

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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 been provided to Computershare Investor Services Pty Ltd.

### **Intermediary online**

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Participating intermediaries can lodge their proxy appointments online through <http://www.intermediaryonline.com>.

### **Corporate Representatives**

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If a representative of a corporate Shareholder or a corporate proxy will be attending the Meeting via the online meeting platform, the representative should provide to Computershare Investor Services Pty Ltd adequate evidence of their appointment, unless this has previously been provided to Computershare Investor Services Pty Ltd. An appointment of corporate representative form may be obtained from Computershare Investor Services Pty Ltd by calling (+61 3) 9415 4000 or online at <https://www-au.computershare.com/Investor/help/PrintableForms>.

***Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on +61 2 8098 1169.***

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## EXPLANATORY STATEMENT

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

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### 1. BACKGROUND TO THE ACQUISITION OF BROADWAY

#### 1.1 General Background

As announced on 17 April 2019, the Company entered into a binding agreement (**Agreement**) to acquire 100% of the business assets (**Broadway Assets**) of affiliated inbound Chinese tourist retail network, the Broadway Group (**Broadway**), from Coral Legend Pty Ltd (**Coral Legend**), Broadway Tax Free Pty Ltd (**Broadway Tax**), Maxbuy Australia Pty Ltd (**Maxbuy**), Gold Port Souvenir Pty Ltd (**Gold Port**) and PNL Outlet Limited (**PNL Outlet**) (together, the **Vendors**), through its wholly owned subsidiary, Broadway Australia Pty Ltd, for total consideration of \$14,180,000 (plus GST and stock) (**Acquisition**).

The Broadway Assets comprise:

- (a) all rights and interests of the Vendors in and to the business of Broadway and all appliances, equipment, furniture, fittings and chattels located at each operating premise;
- (b) all rights and interests of the Vendors in and to leases and material contracts relevant to operating the business of Broadway;
- (c) all rights and interests of the Vendors in and to the "Broadway Tax Free" business names;
- (d) the goodwill of the business of Broadway; and
- (e) all of the Vendors' stock (other than damaged goods or goods for which the use-by date has expired).

The Company announced on 24 July 2019 that settlement of the Acquisition had occurred (**Settlement**).

#### 1.2 Consideration

Pursuant to the Agreement, the Company has agreed to:

- (a) make payment of \$7,090,000 in cash to the Vendors (**Cash Consideration**); and
- (b) issue that number of Shares to the Vendors having an aggregative value of \$7,090,000 (**Equity Consideration**).

All Shares issued as Equity Consideration will be subject to a 24-month voluntary escrow period from the date of issue.

##### 1.2.1 Cash Consideration

The Cash Consideration payments comprise:

- (a) \$2,836,000 payable, which was to be paid at Settlement; and

- (b) \$4,254,000 payable in eight equal quarterly instalments from Settlement.

## 1.2.2 Equity Consideration

The Equity Consideration comprises:

- (a) the value of \$2,836,000 in Shares with a deemed issue price of the ninety-day VWAP of Shares calculated for the period ending on the date prior to Settlement to be issued at Settlement (**Stage 1 Equity Consideration**);
- (b) the value of \$2,127,000 in Shares with a deemed issue price of the ninety-day VWAP of Shares calculated for the period ending on the date prior to issue and to be issued no later than 12 months from Settlement (**Stage 2 Equity Consideration**); and
- (c) the value of \$2,127,000 in Shares with a deemed issue price of the ninety-day VWAP of Shares calculated for the period ending on the date prior to issue and to be issued no later than 24 months from Settlement (**Stage 3 Equity Consideration**),

(together, **Equity Consideration**), subject to Shareholder approval being obtained for each stage of the Equity Consideration.

At the Company's general meeting on 27 June 2019, the Company received shareholder approval to issue up to the value of \$2,836,000 in Shares to the Vendors, the full amount of the Stage 1 Equity Consideration set out in the Acquisition Agreement.

However, by mutual agreement of the parties, the Company issued the value of \$2,609,000 to the Vendors, partially satisfying the Stage 1 Equity Consideration component of the Acquisition. As at the date of this Notice, the Company owes a total of \$233,893 of the Stage 1 Equity Consideration to the Vendors, comprising:

Vendor	Value of Stage 1 Equity Consideration owed \$	Shares to be issued at July 2019 VWAP (\$0.151)
Broadway Tax Free Pty Ltd	1,560.00	10,331
Maxbuy Australia Pty Ltd	311.00	2,059
Gold Port Souvenir Pty Ltd	1.60	10
Coral Legend Pty Ltd	0.50	3
PNL Outlet Limited	232,020.00	1,536,556
<b>TOTAL</b>	<b>233,893.10</b>	<b>1,548,959</b>

## 1.3 Related Parties

Jacky Yang was appointed as a Director on 18 November 2019. EC Capital Pty Ltd (**EC Capital**) is a trustee of EC Capital Trust, of which Mr Yang is a beneficiary. EC Capital holds a non-controlling interest in Maxbuy; and a controlling interest in Broadway Tax, Gold Port and Coral Legend. As such, Broadway Tax, Maxbuy, Gold Port and Coral Legend are related parties of the Company by virtue of their association with Mr Yang (**Related Party Vendors**).

The Company notes that the Agreement was entered into prior to Mr Yang joining the Board, and that his appointment was not a term of the Acquisition.

The Company also confirms that PNL Outlet is not a related party of the Company.

Resolutions 1 and 2 seek Shareholder approval to issue the remaining amount of the Stage 1 Equity Consideration to PNL Outlet Limited and the Related Party Vendors (respectively).

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## **2. RESOLUTION 1 – ISSUE OF REMAINING STAGE 1 EQUITY CONSIDERATION TO PNL OUTLET LIMITED**

### **2.1 General**

As set out in Section 1 above, the Company entered into an Agreement, pursuant to which will acquire 100% of the Broadway Assets from the Vendors. By mutual agreement of the parties to the Agreement, the Company has not yet issued the full amount of the Stage 1 Equity Consideration, and has not yet issued a total of \$233,893 worth of Shares to the Vendors.

As such, the Company is proposing to issue 1,536,556 Shares to PNL Outlet, being the value of \$232,020 at an issue price of \$0.151, which was the ninety-day VWAP of Shares for the period ended on the date prior to Settlement as set out in Section 1.2.2 above (**Stage 1 Unrelated Vendor Shares**). The Company confirms that the issue price of the Stage 1 Unrelated Vendor Shares is the same as the issue price of the Shares issued pursuant to the remainder of the Stage 1 Equity Consideration on 24 July 2019.

The remaining balance of the Stage 1 Equity Consideration is proposed to be issued to the Related Party Vendors, and is the subject of Resolution 2.

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary shares it had on issue at the start of that period.

The proposed issue of the Stage 1 Unrelated Vendor Shares does not fit within any of these exceptions. Accordingly, the Company is seeking Shareholder approval pursuant to Listing Rule 7.1 so that it can issue the Stage 1 Unrelated Vendor Shares. In addition, if approved, the proposed issue will not use up any of the Company's 15% placement capacity under Listing Rule 7.1.

### **2.2 Technical information required by Listing Rule 14.1A**

If Resolution 1 is passed, the Company will be able to proceed with the issue of the Stage 1 Unrelated Vendor Shares. In addition, the issue of the Stage 1 Unrelated Vendor Shares will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If Resolution 1 is not passed, the Company will not be able to proceed with the issue of the Stage 1 Unrelated Vendor Shares and will instead be required to pay the owed balance of \$232,020 to PNL Outlet in cash.

Resolution 1 seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of the Stage 1 Unrelated Vendor Shares.

## 2.3 Technical information required by Listing Rule 7.1

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to Resolution 1:

- (a) the Stage 1 Unrelated Vendor Shares will be issued to PNL Outlet, which is not a related party of the Company;
- (b) the maximum number of Stage 1 Unrelated Vendor Shares to be issued is 1,536,556. The Stage 1 Unrelated Vendor 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;
- (c) the Stage 1 Unrelated Vendor Shares will be issued no later than 3 months after the date of the Meeting and it is intended that issue of the Stage 1 Unrelated Vendor Shares will occur on the same date;
- (d) the issue price of the Stage 1 Unrelated Vendor Shares will be \$0.151 per Share. The Stage 1 Unrelated Vendor Shares will be issued for nil cash consideration as they are being issued as part consideration for the Acquisition. The Company will not receive any other consideration for the issue of the Stage 1 Unrelated Vendor Shares;
- (e) the purpose of the issue of the Stage 1 Unrelated Vendor Shares is to fulfil the Company's obligation under the Agreement, which requires it to complete stage 1 of the Equity Consideration;
- (f) the Stage 1 Unrelated Vendor Shares are being issued to PNL Outlet under the Agreement, a summary of which is set out in Section 1;
- (g) the Stage 1 Unrelated Vendor Shares are not being issued under, or to fund, a reverse takeover; and
- (h) a voting exclusion statement is included in Resolution 1 of the Notice.

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## 3. RESOLUTION 2 – ISSUE OF STAGE 1 EQUITY CONSIDERATION TO THE RELATED PARTY VENDORS

### 3.1 General

The Company is proposing to issue 12,403 Shares to the Related Party Vendors (or their respective nominees), being the value of \$1,873 at an issue price of \$0.151, which was the ninety-day VWAP of Shares for the period ended on the date prior to Settlement as set out in Section 1.2.2 above (**Stage 1 Related Party Shares**). The Company confirms that the issue price of the Stage 1 Related Party Shares is the same as the issue price of the Shares issued pursuant to the remainder of the Stage 1 Equity Consideration on 24 July 2019.

Accordingly, Resolution 2 seeks Shareholder approval for the issue of 12,403 Shares to the Related Party Vendors (or their respective nominees), as a result of the Participation on the terms set out below.

### 3.2 Chapter 2E of the Corporations Act

For a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

- (a) obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and
- (b) give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

The issue of the Stage 1 Related Party Shares to the Related Party Vendors (or their respective nominees) constitutes giving a financial benefit and the Related Party Vendors are related parties of the Company by virtue of their association with Jacky Yang.

The Directors (other than Jacky Yang, who has a material personal interest in the Resolution) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the grant of the Stage 1 Related Party Shares because the agreement to issue the Stage 1 Related Party Shares, reached as part of the Agreement, is issued at the same issue price and otherwise on the same terms as the remainder of the Stage 1 Unrelated Vendor Shares; and is considered reasonable remuneration in the circumstances and was negotiated on an arm's length basis. The Company also notes that the Agreement was entered into prior to Mr Yang joining the Board, and that his appointment was not a term of the Acquisition.

### **3.3 Listing Rule 10.11**

Listing Rule 10.11 provides that, unless one of the exceptions in Listing Rule 10.12 applies, a listed company must not issue or agree to issue equity securities to:

- 10.11.1 a related party;
- 10.11.2 a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (30%+) holder in the company;
- 10.11.3 a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (10%+) holder in the company and who has nominated a director to the board of the company pursuant to a relevant agreement which gives them a right or expectation to do so;
- 10.11.4 an associate of a person referred to in Listing Rules 10.11.1 to 10.11.3; or
- 10.11.5 a person whose relationship with the company or a person referred to in Listing Rules 10.11.1 to 10.11.4 is such that, in ASX's opinion, the issue or agreement should be approved by its shareholders,

unless it obtains the approval of its shareholders.

The issue of the Stage 1 Related Party Shares falls within Listing Rule 10.11.1 and does not fall within any of the exceptions in Listing Rule 10.12. It therefore requires the approval of Shareholders under Listing Rule 10.11.

Resolution 2 seeks the required Shareholder approval for the issue of the Stage 1 Related Party Shares under and for the purposes of Listing Rule 10.11.

### **3.4 Technical information required by Listing Rule 14.1A**

If Resolution 2 is passed, the Company will be able to proceed with the issue of the Stage 1 Related Party Shares to the Related Party Vendors within one month after the date of the Meeting. As approval pursuant to Listing Rule 7.1 is not required for the issue of the Stage 1 Related Party Shares (because approval is being obtained under Listing Rule 10.11), the issue of the Stage 1 Related Party Shares will not use up any of the Company's 15% annual placement capacity.

If Resolution 2 is not passed, the Company will not be able to proceed with the issue of the Stage 2 Related Party Shares and will be required to instead pay the sum of \$1,873 in cash to the Related Party Vendors.

### **3.5 Technical Information required by Listing Rule 10.13**

Pursuant to and in accordance with Listing Rule 10.13, the following information is provided in relation to Resolution 2:

- (a) the Stage 1 Related Party Shares will be issued to the Related Party Vendors (or their respective nominees), which falls within the category set out in Listing Rule 10.11.1 as the Related Party Vendors are related parties of the Company by virtue of being associated with Director, Jacky Yang, as set out in Section 1.3;
- (b) the maximum number of the Stage 1 Related Party Shares to be issued to the Related Party Vendors is 12,403 Shares;
- (c) the Stage 1 Related Party 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;
- (d) the Stage 1 Related Party Shares will be issued no later than 1 month after the date of the Meeting and it is intended that issue of the Related Party Shares will occur on the same date;
- (e) the issue price of the Stage 1 Related Party Shares will be \$0.151 per Share. The Stage 1 Related Party Shares will be issued for nil cash consideration as they are being issued as part consideration for the Acquisition. The Company will not receive any other consideration for the issue of the Stage 1 Related Party Shares;
- (f) the purpose of the issue of the Stage 1 Related Party Shares is to fulfil the Company's obligation under the Agreement, which requires it to complete stage 1 of the Equity Consideration;
- (g) the Stage 1 Related Party Shares will be issued for nil cash consideration as they are being issued as part consideration for the Acquisition;
- (h) the issue of the Stage 1 Related Party Shares is not intended to remunerate or incentivise Jacky Yang (or any of his associates);
- (i) the Related Party Shares are being issued to the Related Party Vendors under the Agreement, a summary of which is set out in Section 1;
- (j) a voting exclusion statement is included in Resolution 2 of the Notice.

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## **4. RESOLUTION 3 – ISSUE OF STAGE 2 EQUITY CONSIDERATION TO PNL OUTLET LIMITED**

### **4.1 General**

Resolution 3 seeks Shareholder approval to issue up to that number of Shares which, when multiplied by the deemed issue price of the ninety-day VWAP of Shares for the period ending on the date prior to issue (which is to be not to be later than 12 months from Settlement), equals \$1,595,250 (**Stage 2 Unrelated Vendor Shares**) to PNL Outlet (or their respective nominees) in satisfaction of the Stage 2 Equity Consideration.

The balance of the Stage 2 Equity Consideration is proposed to be issued to the Related Party Vendors, and is the subject of Resolution 4.

As summarised in Section 2.1 above, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary shares it had on issue at the start of that period. The proposed issue of the Stage 2 Unrelated Vendor Shares does not fall within any of these exceptions and may exceed the 15% limit in Listing Rule 7.1. Accordingly, the Company is seeking Shareholder approval under Listing Rule 7.1 for the issue of the Stage 2 Unrelated Vendor Shares.

The issue of the Stage 2 Unrelated Vendor Shares does not fall within any of these exceptions. Accordingly, if approved, the issue of the Stage 2 Unrelated Vendor Shares will not use up any of the 15% limit on the issue of equity securities without Shareholder approval set out in Listing Rule 7.1.

If Resolution 3 is passed, the Company will be able to proceed with the issue of the Stage 2 Unrelated Vendor Shares. In addition, the issue of the Stage 2 Unrelated Vendor Shares will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If Resolution 3 is not passed, the Company will not be able to proceed with the issue of the Stage 2 Unrelated Vendor Shares and will instead be required to pay this portion of the Stage 2 Equity Consideration of \$1,595,250 in cash.

Resolution 3 seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of the Stage 2 Unrelated Vendor Shares.

### **4.2 Technical information required by Listing Rule 7.1**

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to Resolution 3:

- (a) the Stage 2 Unrelated Vendor Shares will be issued to PNL Outlet, which is not a related party of the Company;
- (b) the maximum number of Stage 2 Unrelated Vendor Shares to be issued is up to that number of Shares which, when multiplied by the issue price set out in paragraph (d), equals \$1,595,250. The Stage 2 Unrelated Vendor 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;

- (c) the Stage 2 Unrelated Vendor Shares will be issued no later than 3 months after the date of the Meeting and it is intended that issue of the Stage 2 Unrelated Vendor Shares will occur on the same date;
- (d) the deemed issue price of the Stage 2 Unrelated Vendor Shares will be the ninety-day VWAP of Shares for the period ending on the date prior to issue, which is to be no later than 12 months after the date of Settlement, being 24 July 2020;
- (e) the Stage 2 Unrelated Vendor Shares will be issued for nil cash consideration as the Stage 2 Unrelated Vendor Shares are being issued as part consideration for the Acquisition;
- (f) the Stage 2 Unrelated Vendor Shares are being issued to PNL Outlet under the Agreement, a summary of which is set out in Section 1;
- (g) the Stage 2 Unrelated Vendor Shares are not being issued under, or to fund, a reverse takeover; and
- (h) a voting exclusion statement is included in Resolution 3 of the Notice.

### 4.3 Dilution

Set out below is a worked example of the number of Stage 2 Unrelated Vendor Shares that may be issued under Resolution 3 based on assumed issue prices of \$0.0281, \$0.0562 and \$0.0843 per Stage 2 Unrelated Vendor Shares, being the volume weighted average price for Shares on the 5 days on which sales in Shares were recorded up to and including 26 June 2020, and the volume weighted prices which are 50% higher and 50% lower than that price.

Assumed issue price \$	Maximum number of Stage 2 Unrelated Vendor Shares which may be issued <sup>1</sup>	Current Shares on issue as at the date of this Notice <sup>2</sup>	Increase in the number of Shares on issue assuming the Company issued the maximum amount pursuant to Resolution 3 <sup>3</sup>	Dilution effect on existing Shareholders
0.0281	56,770,465	332,436,698	389,207,161	14.59%
0.0562	28,385,232	332,436,698	360,821,930	7.87%
0.0843	18,923,488	332,436,698	351,360,186	5.39%

**Notes:**

1. Rounded up to the nearest whole number.
2. There are currently 332,436,698 Shares on issue as at the date of this Notice and this table assumes no Options are exercised, no convertible securities converted or additional Shares issued, other than the maximum number of Shares which may be issued pursuant to Resolution 3 (based on the assumed issue prices set out in the table).
3. The Company notes that the above workings are an example only and the actual issue price may differ. This will result in the maximum number of Shares to be issued and the dilution percentage to also differ.
4. Shareholders should note that there is no limitation upon the maximum number of Stage 2 Unrelated Vendor Shares that may be issued to PNL Outlet (or its respective nominees). Accordingly, the issue of the Stage 2 Unrelated Vendor Shares may be highly dilutive to existing Shareholders if the market price of the Shares falls substantially prior to the issue of the Shares.

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## **5. RESOLUTION 4 – ISSUE OF STAGE 2 EQUITY CONSIDERATION TO THE RELATED PARTY VENDORS**

### **5.1 General**

Pursuant to the Agreement and subject to obtaining Shareholder approval, the Company has agreed, subject to obtaining Shareholder approval, to issue up to that number of Shares which, when multiplied by the deemed issue price of the ninety-day VWAP of Shares for the period ending on the date prior to issue (which is to be not to be later than 12 months from Settlement), equals \$531,750 (**Stage 2 Related Party Shares**) to the Related Party Vendors (or their respective nominees) on the terms and conditions set out below.

As set out in Section 1.3 above, Jacky Yang, who was appointed as a Director on 18 November 2019, is associated with the Related Party Vendors by virtue of his association with EC Capital. EC Capital is a trustee of EC Capital Trust, of which Mr Yang is a beneficiary. EC Capital holds a non-controlling interest in Maxbuy; and a controlling interest in Broadway Tax, Gold Port and Coral Legend.

Resolution 4 seeks Shareholder approval for the issue of the Stage 2 Related Party Shares to the Related Party Vendors (or their respective nominees).

### **5.2 Chapter 2E of the Corporations Act**

A summary of Chapter 2E of the Corporations Act is set out in Section 3.2 above.

The issue of the Stage 2 Related Party Shares to the Related Party Vendors (or their respective nominees) constitutes giving a financial benefit and the Related Party Vendors are related parties of the Company by virtue of their association with Jacky Yang.

The Directors (other than Jacky Yang, who has a material personal interest in the Resolution) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the grant of the Stage 2 Related Party Shares because the agreement to issue the Stage 2 Related Party Shares, reached as part of the Agreement, is issued at the same issue price and otherwise on the same terms as the remainder of the Stage 2 Unrelated Vendor Shares; and is considered reasonable remuneration in the circumstances and was negotiated on an arm's length basis. The Company also notes that the Agreement was entered into prior to Mr Yang joining the Board, and that his appointment was not a term of the Acquisition.

### **5.3 Listing Rule 10.11**

A summary of Listing Rule 10.11 is set out in Section 3.3 above.

The issue of the Stage 2 Related Party Shares falls within Listing Rule 10.11.1 and does not fall within any of the exceptions in Listing Rule 10.12. It therefore requires the approval of Shareholders under Listing Rule 10.11.

Resolution 4 seeks the required Shareholder approval for the issue of the Stage 2 Related Party Shares under and for the purposes of Listing Rule 10.11.

### **5.4 Technical information required by Listing Rule 14.1A**

If Resolution 4 is passed, the Company will be able to proceed with the issue of the Stage 2 Related Party Shares to the Related Party Vendors within one month

after the date of the Meeting. As approval pursuant to Listing Rule 7.1 is not required for the issue of the Stage 2 Related Party Shares (because approval is being obtained under Listing Rule 10.11), the issue of the Stage 2 Related Party Shares will not use up any of the Company's 15% annual placement capacity.

If Resolution 4 is not passed, the Company will not be able to proceed with the issue of the Stage 2 Related Party Shares and will be required to instead pay the sum of \$531,750 in cash to the Related Party Vendors.

## **5.5 Technical Information required by Listing Rule 10.13**

Pursuant to and in accordance with Listing Rule 10.13, the following information is provided in relation to Resolution 4:

- (a) the Stage 2 Related Party Shares will be issued to the Related Party Vendors (or their respective nominees), which falls within the category set out in Listing Rule 10.11.1 as the Related Party Vendors are related parties of the Company by virtue of being associated with Director, Jacky Yang, as set out in Section 1.3;
- (b) the maximum number of the Stage 2 Related Party Shares to be issued is up to that number of Shares which, when multiplied by the issue price set out in paragraph (e), equals \$531,750;
- (c) the Stage 2 Related Party 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;
- (d) the Stage 2 Related Party Shares will be issued no later than 1 month after the date of the Meeting and it is intended that issue of the Related Party Shares will occur on the same date;
- (e) the deemed issue price of the Stage 2 Related Party Shares will be the ninety-day VWAP of Shares for the period ending on the date prior to issue, which is to be no later than 12 months after the date of Settlement, being 24 July 2020;
- (i) the Stage 2 Related Party Shares will be issued for nil cash consideration as they are being issued as part consideration for the Acquisition;
- (j) the issue of the Stage 2 Related Party Shares is not intended to remunerate or incentivise Jacky Yang (or any of his associates);
- (k) the Related Party Shares are being issued to the Related Party Vendors under the Agreement, a summary of which is set out in Section 1;
- (f) a voting exclusion statement is included in Resolution 4 of the Notice.

## **5.6 Dilution**

Set out below is a worked example of the number of Stage 2 Unrelated Vendor Shares that may be issued under Resolution 4 based on assumed issue prices of \$0.0281, \$0.0562 and \$0.0843 per Stage 2 Related Party Shares, being the volume weighted average price for Shares on the 5 days on which sales in Shares were recorded up to and including 26 June 2020, and the volume weighted prices which are 50% higher and 50% lower than that price.

Assumed issue price \$	Maximum number of Stage 2 Related Party Shares which may be issued <sup>1</sup>	Current Shares on issue as at the date of this Notice <sup>2</sup>	Increase in the number of Shares on issue assuming the Company issued the maximum amount pursuant to Resolution 4 <sup>3</sup>	Dilution effect on existing Shareholders
0.0281	18,923,488	332,436,698	351,360,186	5.39%
0.0562	9,461,743	332,436,698	341,898,441	2.77%
0.0843	6,307,829	332,436,698	338,744,527	1.86%

**Notes:**

1. Rounded up to the nearest whole number.
2. There are currently 332,436,698 Shares on issue as at the date of this Notice and this table assumes no Options are exercised, no convertible securities converted or additional Shares issued, other than the maximum number of Shares which may be issued pursuant to Resolution 4 (based on the assumed issue prices set out in the table).
3. The Company notes that the above workings are an example only and the actual issue price may differ. This will result in the maximum number of Shares to be issued and the dilution percentage to also differ.
4. Shareholders should note that there is no limitation upon the maximum number of Stage 2 Related Party Shares that may be issued to the Related Party Vendors (or their respective nominees). Accordingly, the issue of the Stage 2 Related Party Shares may be highly dilutive to existing Shareholders if the market price of the Shares falls substantially prior to the issue of the Shares.

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## GLOSSARY

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**\$** means Australian dollars.

**Acquisition** has the meaning given to that term at Section 1.1.

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

**Agreement** has the meaning given to that term at Section 1.1.

**ASIC** means the Australian Securities & Investments Commission.

**ASX** means ASX Limited (ACN 008 624 691) or the financial market operated by ASX Limited, as the context requires.

**Board** means the current board of directors of the Company.

**Broadway** has the meaning given to that term at Section 1.1.

**Broadway Assets** has the meaning given to that term at Section 1.1.

**Broadway Tax** means Broadway Tax Free Pty Ltd (ACN 605 338 181).

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

**Cash Consideration** has the meaning given to that term in Section 1.2.1.

**Chair** means the chair of the Meeting.

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

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependent of the member or 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 dealing with the entity;
- (e) a company the member controls; or
- (f) a person prescribed by the Corporations Regulations 2001 (Cth) for the purposes of the definition of 'closely related party' in the Corporations Act.

**Company** means AuMake International Limited (ACN 150 110 017).

**Constitution** means the Company's constitution.

**Coral Legend** means Coral Legend Pty Ltd (ACN 618 898 696).

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

**Directors** means the current directors of the Company.

**Equity Consideration** has the meaning given to that term in Section 1.2.2.

**Explanatory Statement** means the explanatory statement accompanying the Notice.

**General Meeting** or **Meeting** means the meeting convened by the Notice.

**Gold Port** means Gold Port Souvenir Outlet Pty Ltd (ACN 618 898 794).

**Key Management Personnel** has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.

**Listing Rules** means the Listing Rules of ASX.

**Maxbuy** means Maxbuy Australia Pty Ltd (ACN 604 557 986)

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

**PNL Outlet** means PNL Outlet Limited (an entity registered under the laws of New Zealand).

**Proxy Form** means the proxy form accompanying the Notice.

**Related Party Vendors** has the meaning given to that term at Section 1.3.

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

**Section** means a section of the Explanatory Statement.

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

**Shareholder** means a registered holder of a Share.

**Stage 1 Related Party Shares** has the meaning given to that term at Section 3.1.

**Stage 1 Unrelated Vendor Shares** has the meaning given to that term at Section 2.1.

**Stage 2 Related Party Shares** has the meaning given to that term at Section 5.1.

**Stage 2 Unrelated Vendor Shares** has the meaning given to that term at Section 4.1.

**Vendors** has the meaning given to that term at Section 1.1.

**VWAP** means volume weighted average price.

## Appendix A – Online Meeting User Guide

# Online Meeting Guide

## Getting Started

If you choose to participate online you will be able to view a live webcast of the meeting, ask the Directors questions online and submit your votes in real time and you will need to either:

- a) Visit <https://web.lumiagm.com> on your smartphone, tablet or computer. You will need the latest versions of Chrome, Safari, Internet Explorer 11, Edge and Firefox. Please ensure your browser is compatible; or
- b) Download the Lumi AGM app from the Apple App or Google Play Stores by searching for Lumi AGM.

## Meeting ID: 360-557-932

To log in, you must have the following information:

### Australian Residents

Username (SRN or HIN) and Password (postcode of your registered address)

### Overseas Residents

Username (SRN or HIN) and Password (three-character country code) e.g. New Zealand - NZL; United Kingdom - GBR; United States of America - USA; Canada - CAN. A full list is provided at the end of this guide.

### Appointed Proxy

To receive your username and password, please contact Computershare Investor Services on +61 3 9415 4024 during the online registration period which will open 1 hour before the start of the meeting.

Online registration will open 1 hour before the start of the meeting

**1** To participate in the meeting, you will be required to enter the unique 9 digit Meeting ID provided above.



**2** To proceed into the meeting, you will need to read and accept the Terms and Conditions.



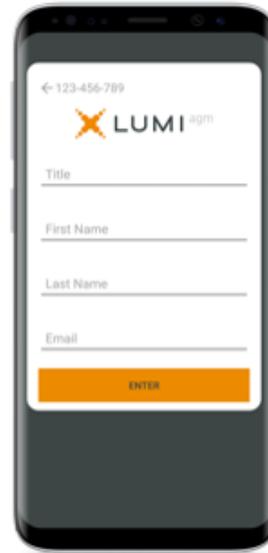
OR



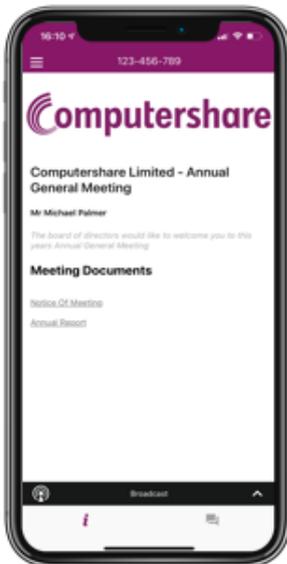
3 To register as a securityholder, select 'I have a login' and enter your username (SRN or HIN) and password (postcode or country code).



3a If you are a visitor, select 'I am a guest' and enter your name and email details. Please note, visitors will not be able to ask questions or vote at the meeting.



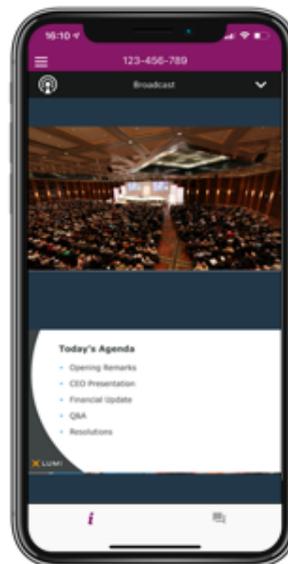
4 Once logged in, you will see the home page, which displays the meeting documents and information on the meeting. Icons will be displayed in different areas, depending on the device you are using.



## 5 View the webcast

To view proceedings you must tap the broadcast arrow  on your screen. Video and/or slides of the meeting will appear after approx. 30 seconds\*. Toggle between the up or down arrow  to view another screen.

(\*Dependant on the speed of your internet)



The broadcast bar allows you to view and listen to the proceedings



Home page icon, displays meeting information



Questions icon, used to ask questions



Voting icon, used to vote. Only visible when the chairman opens poll

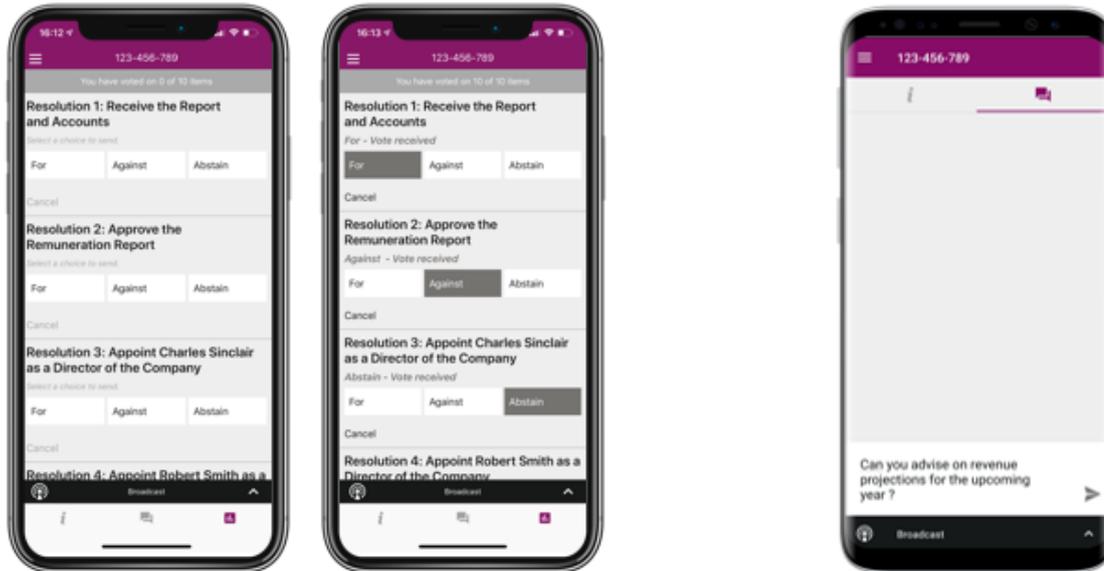
## 6 To Vote

When the Chairman declares the poll open:

- A voting icon  will appear on your device and the Meeting Resolutions will be displayed.
- To vote tap one of the voting options. Your response will be highlighted.
- To change your vote, simply press a different option to override.

The number of items you have voted or yet to vote on, is displayed at the top of the screen.

Votes may be changed up to the time the chairman closes the poll.



On some devices, to vote, you may need to minimise the webcast by selecting the arrow in the broadcast bar, audio will still be available. To return to the webcast after voting, select the arrow again.

## For Assistance

If you require assistance prior to or during the Meeting, please call +61 3 9415 4024



## 7 To Ask Questions

Tap on the Questions icon  to submit a question, type your question in the chat box at the bottom of the screen and then select the send icon .

Confirmation that your message has been received will appear.

# COUNTRY CODES

Select your country code from the list below and enter it into the **password** field.

<b>ABW</b> ARUBA	<b>CPV</b> CAPE VERDE	<b>ISM</b> BRITISH ISLES	<b>NPL</b> NEPAL	<b>TKM</b> TURKMENISTAN
<b>AFG</b> AFGHANISTAN	<b>CRI</b> COSTA RICA	<b>ISR</b> ISRAEL	<b>NRU</b> NAURU	<b>TLS</b> EAST TIMOR
<b>AGO</b> ANGOLA	<b>CUB</b> CUBA	<b>ITA</b> ITALY	<b>NZL</b> NEW ZEALAND	DEMOCRATIC REP OF
<b>AIA</b> ANGUILLA	<b>CXR</b> CHRISTMAS ISLAND	<b>JAM</b> JAMAICA	<b>OMN</b> OMAN	<b>TMP</b> EAST TIMOR
<b>ALA</b> ALAND ISLANDS	<b>CYM</b> CAYMAN ISLANDS	<b>JEY</b> JERSEY	<b>PAK</b> PAKISTAN	<b>TON</b> TONGA
<b>ALB</b> ALBANIA	<b>CYP</b> CYPRUS	<b>JOR</b> JORDAN	<b>PAN</b> PANAMA	<b>TTO</b> TRINIDAD & TOBAGO
<b>AND</b> ANDORRA	<b>CZE</b> CZECH REPUBLIC	<b>JPN</b> JAPAN	<b>PCN</b> PITCAIRN ISLANDS	<b>TUN</b> TUNISIA
<b>ANT</b> NETHERLANDS ANTILLES	<b>DEU</b> GERMANY	<b>KAZ</b> KAZAKHSTAN	<b>PER</b> PERU	<b>TUR</b> TURKEY
<b>ARE</b> UNITED ARAB EMIRATES	<b>DJI</b> DJIBOUTI	<b>KEN</b> KENYA	<b>PHL</b> PHILIPPINES	<b>TUV</b> TUVALU
<b>ARG</b> ARGENTINA	<b>DMA</b> DOMINICA	<b>KGZ</b> KYRGYZSTAN	<b>PLW</b> PALAU	<b>TWN</b> TAIWAN
<b>ARM</b> ARMENIA	<b>DNK</b> DENMARK	<b>KHM</b> CAMBODIA	<b>PNG</b> PAPUA NEW GUINEA	<b>TZA</b> TANZANIA UNITED REPUBLIC OF
<b>ASM</b> AMERICAN SAMOA	<b>DOM</b> DOMINICAN REPUBLIC	<b>KIR</b> KIRIBATI	<b>POL</b> POLAND	<b>UGA</b> UGANDA
<b>ATA</b> ANTARCTICA	<b>DZA</b> ALGERIA	<b>KNA</b> ST KITTS AND NEVIS	<b>PRI</b> PUERTO RICO	<b>UKR</b> UKRAINE
<b>ATF</b> FRENCH SOUTHERN TERRITORIES	<b>ECU</b> ECUADOR	<b>KOR</b> KOREA REPUBLIC OF	<b>PRK</b> KOREA DEM PEOPLES REPUBLIC OF	<b>UMI</b> UNITED STATES MINOR OUTLYING
<b>ATG</b> ANTIGUA AND BARBUDA	<b>EGY</b> EGYPT	<b>KWT</b> KUWAIT	<b>PRT</b> PORTUGAL	<b>URY</b> URUGUAY
<b>AUS</b> AUSTRALIA	<b>ERI</b> ERITREA	<b>LAO</b> LAO PDR	<b>PRY</b> PARAGUAY	<b>USA</b> UNITED STATES OF AMERICA
<b>AUT</b> AUSTRIA	<b>ESH</b> WESTERN SAHARA	<b>LBN</b> LEBANON	<b>PSE</b> PALESTINIAN TERRITORY OCCUPIED	<b>UZB</b> UZBEKISTAN
<b>AZE</b> AZERBAIJAN	<b>ESP</b> SPAIN	<b>LBR</b> LIBERIA	<b>PYF</b> FRENCH POLYNESIA	<b>VAT</b> HOLY SEE (VATICAN CITY STATE)
<b>BDI</b> BURUNDI	<b>EST</b> ESTONIA	<b>LBY</b> LIBYAN ARAB JAMAHIRIYA	<b>QAT</b> QATAR	<b>VCT</b> ST VINCENT & THE GRENADINES
<b>BEL</b> BELGIUM	<b>ETH</b> ETHIOPIA	<b>LCA</b> ST LUCIA	<b>REU</b> REUNION	<b>VEN</b> VENEZUELA
<b>BEN</b> BENIN	<b>FIN</b> FINLAND	<b>LIE</b> LIECHTENSTEIN	<b>ROU</b> ROMANIA	<b>VGB</b> BRITISH VIRGIN ISLANDS
<b>BFA</b> BURKINA FASO	<b>FJI</b> FIJI	<b>LKA</b> SRI LANKA	<b>RUS</b> RUSSIAN FEDERATION	<b>VIR</b> US VIRGIN ISLANDS
<b>BGD</b> BANGLADESH	<b>FLK</b> FALKLAND ISLANDS (MALVINAS)	<b>LSO</b> LESOTHO	<b>RWA</b> RWANDA	<b>VNM</b> VIETNAM
<b>BGR</b> BULGARIA	<b>FRA</b> FRANCE	<b>LTU</b> LITHUANIA	<b>SAU</b> SAUDI ARABIA KINGDOM OF	<b>VUT</b> VANUATU
<b>BHR</b> BAHRAIN	<b>FRO</b> FAROE ISLANDS	<b>LUX</b> LUXEMBOURG	<b>SCG</b> SERBIA AND MONTENEGRO	<b>WLF</b> WALLIS AND FUTUNA
<b>BHS</b> BAHAMAS	<b>FSM</b> MICRONESIA	<b>LVA</b> LATVIA	<b>SDN</b> SUDAN	<b>WSM</b> SAMOA
<b>BIH</b> BOSNIA & HERZEGOVINA	<b>GAB</b> GABON	<b>MAC</b> MACAO	<b>SEN</b> SENEGAL	<b>YEM</b> YEMEN
<b>BLM</b> ST BARTHELEMY	<b>GBR</b> UNITED KINGDOM	<b>MAF</b> ST MARTIN	<b>SGP</b> SINGAPORE	<b>YMD</b> YEMEN DEMOCRATIC FED REP
<b>BLR</b> BELARUS	<b>GEO</b> GEORGIA	<b>MAR</b> MOROCCO	<b>SGS</b> STH GEORGIA & STH SANDWICH ISL	<b>YUG</b> YUGOSLAVIA SOCIALIST FED REP
<b>BLZ</b> BELIZE	<b>GGY</b> GUERNSEY	<b>MCO</b> MONACO	<b>SHN</b> ST HELENA	<b>ZAF</b> SOUTH AFRICA
<b>BMU</b> BERMUDA	<b>GHA</b> GHANA	<b>MDA</b> MOLDOVA REPUBLIC OF	<b>SJM</b> SVALBARD & JAN MAYEN	<b>ZAR</b> ZAIRE
<b>BOL</b> BOLIVIA	<b>GIB</b> GIBRALTAR	<b>MDG</b> MADAGASCAR	<b>SLB</b> SOLOMON ISLANDS	<b>ZMB</b> ZAMBIA
<b>BRA</b> BRAZIL	<b>GIN</b> GUINEA	<b>MDV</b> MALDIVES	<b>SLE</b> SIERRA LEONE	<b>ZWE</b> ZIMBABWE
<b>BRB</b> BARBADOS	<b>GLP</b> GUADELOUPE	<b>MEX</b> MEXICO	<b>SLV</b> EL SALVADOR	
<b>BRN</b> BRUNEI DARUSSALAM	<b>GMB</b> GAMBIA	<b>MHL</b> MARSHALL ISLANDS	<b>SMR</b> SAN MARINO	
<b>BTN</b> BHUTAN	<b>GNB</b> GUINEA-BISSAU	<b>MKD</b> MACEDONIA FORMER YUGOSLAV REP	<b>SOM</b> SOMALIA	
<b>BUR</b> BURMA	<b>GNQ</b> EQUATORIAL GUINEA	<b>MLI</b> MALI	<b>SPM</b> ST PIERRE AND MIQUELON	
<b>BVT</b> BOUVET ISLAND	<b>GRC</b> GREECE	<b>MLT</b> MALTA	<b>SRB</b> SERBIA	
<b>BWA</b> BOTSWANA	<b>GRD</b> GRENADA	<b>MMR</b> MYANMAR	<b>STP</b> SAO TOME AND PRINCIPE	
<b>BLR</b> BELARUS	<b>GRL</b> GREENLAND	<b>MNE</b> MONTENEGRO	<b>SUR</b> SURINAME	
<b>CAF</b> CENTRAL AFRICAN REPUBLIC	<b>GTM</b> GUATEMALA	<b>MNG</b> MONGOLIA	<b>SVK</b> SLOVAKIA	
<b>CAN</b> CANADA	<b>GUF</b> FRENCH GUIANA	<b>MNP</b> NORTHERN MARIANA ISLANDS	<b>SVN</b> SLOVENIA	
<b>CCK</b> COCOS (KEELING) ISLANDS	<b>GUM</b> GUAM	<b>MOZ</b> MOZAMBIQUE	<b>SWE</b> SWEDEN	
<b>CHE</b> SWITZERLAND	<b>GUY</b> GUYANA	<b>MRT</b> MAURITANIA	<b>SWZ</b> SWAZILAND	
<b>CHL</b> CHILE	<b>HKG</b> HONG KONG	<b>MSR</b> MONTSERRAT	<b>SYC</b> SEYCHELLES	
<b>CHN</b> CHINA	<b>HMD</b> HEARD AND MCDONALD ISLANDS	<b>MTQ</b> MARTINIQUE	<b>SYR</b> SYRIAN ARAB REPUBLIC	
<b>CIV</b> COTE D'IVOIRE	<b>HND</b> HONDURAS	<b>MUS</b> MAURITIUS	<b>TCA</b> TURKS AND CAICOS ISLANDS	
<b>CMR</b> CAMEROON	<b>HRV</b> CROATIA	<b>MWI</b> MALAWI	<b>TCD</b> CHAD	
<b>COD</b> CONGO DEMOCRATIC REPUBLIC OF	<b>HTI</b> HAITI	<b>MYS</b> MALAYSIA	<b>TGO</b> TOGO	
<b>COG</b> CONGO PEOPLES REPUBLIC OF	<b>HUN</b> HUNGARY	<b>MYT</b> MAYOTTE	<b>THA</b> THAILAND	
<b>COK</b> COOK ISLANDS	<b>IDN</b> INDONESIA	<b>NAM</b> NAMIBIA	<b>TJK</b> TAJIKISTAN	
<b>COL</b> COLOMBIA	<b>IMN</b> ISLE OF MAN	<b>NCL</b> NEW CALEDONIA	<b>TKL</b> TOKELAU	
<b>COM</b> COMOROS	<b>IND</b> INDIA	<b>NER</b> NIGER		
	<b>IOT</b> BRITISH INDIAN OCEAN TERRITORY	<b>NFK</b> NORFOLK ISLAND		
	<b>IRL</b> IRELAND	<b>NGA</b> NIGERIA		
	<b>IRN</b> IRAN ISLAMIC REPUBLIC OF	<b>NIC</b> NICARAGUA		
	<b>IRQ</b> IRAQ	<b>NIU</b> NIUE		
	<b>ISL</b> ICELAND	<b>NLD</b> NETHERLANDS		
		<b>NOR</b> NORWAY		

# AuMake International Limited

ABN 79 150 110 017

## Need assistance?



**Phone:**

1300 850 505 (within Australia)  
+61 3 9415 4000 (outside Australia)

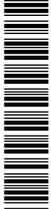


**Online:**

[www.investorcentre.com/contact](http://www.investorcentre.com/contact)

AU8

MR SAM SAMPLE  
FLAT 123  
123 SAMPLE STREET  
THE SAMPLE HILL  
SAMPLE ESTATE  
SAMPLEVILLE VIC 3030



## YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **11:00am (AEST) Saturday, 15 August 2020.**

# Proxy Form

## How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

### APPOINTMENT OF PROXY

**Voting 100% of your holding:** Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

**Voting a portion of your holding:** Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

**Appointing a second proxy:** You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

**A proxy need not be a securityholder of the Company.**

## SIGNING INSTRUCTIONS FOR POSTAL FORMS

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

**Joint Holding:** Where the holding is in more than one name, all of the securityholders 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 form when you return it.

**Companies:** Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

## ATTENDING THE MEETING

**If you are attending in person, please bring this form with you to assist registration.**

### Corporate Representative

If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Appointment of Corporate Representative" prior to admission. A form may be obtained from Computershare or online at [www.investorcentre.com](http://www.investorcentre.com) under the help tab, "Printable Forms".

## Lodge your Proxy Form:

**XX**

### Online:

Lodge your vote online at [www.investorvote.com.au](http://www.investorvote.com.au) using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



**Control Number: 999999**

**SRN/HIN: I999999999**

**PIN: 99999**

For Intermediary Online subscribers (custodians) go to [www.intermediaryonline.com](http://www.intermediaryonline.com)

### By Mail:

Computershare Investor Services Pty Limited  
GPO Box 242  
Melbourne VIC 3001  
Australia

### By Fax:

1800 783 447 within Australia or  
+61 3 9473 2555 outside Australia



**PLEASE NOTE:** For security reasons it is important that you keep your SRN/HIN confidential.

MR SAM SAMPLE  
FLAT 123  
123 SAMPLE STREET  
THE SAMPLE HILL  
SAMPLE ESTATE  
SAMPLEVILLE VIC 3030

**Change of address.** If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

## Proxy Form

Please mark  to indicate your directions

### Step 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of AuMake International Limited hereby appoint

the Chairman of the Meeting OR

**PLEASE NOTE:** Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the General Meeting of AuMake International Limited to be held in Sydney on Monday, 17 August 2020 at 11:00am (AEST) and at any adjournment or postponement of that meeting.

### Step 2 Items of Business

**PLEASE NOTE:** If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

	For	Against	Abstain
1 Issue of remaining Stage 1 Equity Consideration to PNL Outlet Limited	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Issue of Stage 1 Equity Consideration to the Related Party Vendors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Issue of Stage 2 Equity Consideration to PNL Outlet Limited	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Issue of Stage 2 Equity Consideration to the Related Party Vendors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

### Step 3 Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

/ /

Date

**Update your communication details** (Optional)

Mobile Number

Email Address

By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically

AU8

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Computershare

