
SIMBLE SOLUTIONS LIMITED
ABN 17 608 419 656

NOTICE OF ANNUAL GENERAL MEETING AND EXPLANATORY MEMORANDUM

TAKE NOTICE that the Annual General Meeting of Shareholders of the Company will be held at the time, date and place specified below:

Time: 11:00 am (Sydney Time)

Date: Thursday, 30 May 2024

Place: Level 5, 1 Margaret Street, Sydney NSW 2000

AGENDA

- A. Address by the Chairman and Chief Executive Officer
- B. To consider and receive the Financial Statements, Directors' Report and Auditor's Report for the Company and its controlled entities for the year ended 31 December 2023.
- C. Resolutions:

Resolution 1 - Remuneration Report

To consider and, if in favour, pass the following resolution in accordance with section 250R(2) of the Corporations Act:

"That, the Company adopt the Remuneration Report for the year ended 31 December 2023 in accordance with Section 250R(2) of the Corporations Act."

Note: This resolution shall be determined under section 250R(2) of the Corporations Act. Votes must not be cast on this resolution by Key Management Personnel and their Closely Related Parties in contravention of sections 250R or 250BD of the Corporations Act. Restrictions also apply to votes cast as proxy unless exceptions apply. This resolution is advisory only and does not bind the Company or the Directors.

Resolution 2 - Re-election of Director – Mr Ben Loiterton

Mr Ben Loiterton retires as a Director in accordance with the requirements of clause 48 of the Constitution and Listing Rule 14.5 and being eligible offers himself for re-election.

To consider and, if in favour, pass the following resolution as an ordinary resolution:

"That, Mr Ben Loiterton, who retires in accordance with clause 48 of the Constitution and Listing Rule 14.5, and being eligible offers himself for re-election, is re-elected as a Director of the Company."

Resolution 3 – Election of Director – Mr Stephen Thornhill

Mr Stephen Thornhill was appointed as a Director on 03 July 2023 to fill a casual vacancy in accordance with the provisions of clause 47 of the Constitution. Mr Thornhill retires in accordance with the requirements of the Constitution and Listing Rule 14.4 and being eligible offers himself for election.

To consider and, if in favour, pass the following resolution as an ordinary resolution:

"That Mr Stephen Thornhill, who retires having previously been appointed to fill a casual vacancy in accordance with clause 47 of the Constitution and Listing Rule 14.4, and having consented to act and being eligible, be elected as a Director of the Company."

Resolution 4 – Election of Director – Mr Qiang Wang

Mr Qiang (Max) Wang was appointed as a Director on 21 February 2024 to fill a casual vacancy in accordance with the provisions of clause 47 of the Constitution. Mr Wang retires in accordance with the requirements of the Constitution and Listing Rule 14.4 and being eligible offers himself for election.

To consider and, if in favour, pass the following resolution as an ordinary resolution:

"That Mr Qiang (Max) Wang, who retires having previously been appointed to fill a casual vacancy in accordance with clause 47 of the Constitution and Listing Rule 14.4, and having consented to act and being eligible, be elected as a Director of the Company."

Resolution 5 - Ratification of prior issue of 96,088,235 Shares in the Placement

To consider and, if in favour, pass the following resolution as an ordinary resolution:

"That, for the purpose of Listing Rule 7.4 and for all other purposes, Shareholders ratify the prior issue, on 26 February 2024, of 96,088,235 Shares at \$nil consideration per Share, and on such terms and conditions more particularly described in the Explanatory Memorandum."

Resolutions 6(a), 6(b) and 6(c) - Issue of Shares to Directors participating in Placement

To consider and, if in favour, pass the following resolutions as ordinary resolutions:

"That, for the purpose of Listing Rule 10.11 and for all other purposes Shareholders approve the issuance of the following Shares to Directors as a result of their application to participate in the Placement announced to ASX on 21 February 2024:

- (a) 29,411,765 Shares to Mr Qiang Wang (Executive Director) or his nominee;*
 - (b) 17,647,059 Shares to Mr Fadi Geha (Executive Director) or his nominee; and*
 - (c) 7,352,941 Shares to Mr Stephen Thornhill (Non-Executive Director and Chairman) or his nominee,*
- on the terms outlined in the Explanatory Memorandum."*

Resolution 7 - Approval of Equity Incentive Plan

To consider and, if in favour, pass the following resolution as an ordinary resolution:

"That for the purpose of Listing Rule 7.2, Exception 13(b) and for all other purposes, the Shareholders approve the issue of securities under the Company's Equity Incentive Plan, as described in the Explanatory Memorandum."

Resolution 8 - Approval of 10% Placement Facility

To consider and, if in favour, pass the following resolution as a special resolution:

"That, pursuant to Listing Rule 7.1A and for all other purposes, Shareholders approve the Company having additional capacity to issue Equity Securities up to 10% of the issued capital of the Company (at the time of issue) calculated in accordance with the formula prescribed in Listing Rule 7.1A., over a 12 month period from the date of the Annual General Meeting, at a price no less than that determined pursuant to Listing Rule 7.1A.3 and otherwise on the terms and conditions in the Explanatory Memorandum."

NOTES

1. Explanatory Memorandum

The Explanatory Memorandum accompanying this Notice of Annual General Meeting is incorporated in and comprises part of this Notice of Annual General Meeting and should be read in conjunction with this Notice of Annual General Meeting.

2. Voting exclusion statements

Resolution 1 - The Company will disregard votes cast, by a member of the Key Management Personnel details of whose remuneration are included in the Remuneration Report, or a Closely Related Party of such a member, in contravention of sections 250R or 250BD of the Corporations Act. Restrictions also apply to votes cast as proxy unless exceptions apply.

Resolution 5 – The Company will disregard any votes cast in favour of Resolution 5 by or on behalf of a person who participated in the issue, or an associate of that person.

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

- 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
- 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
- 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.

Resolutions 6(a), 6(b) and 6(c) – The Company will disregard any votes cast in favour of Resolutions 6(a), 6(b) and 6(c) by or on behalf of the persons who are to receive the securities in question (Mr Qiang Wang, Mr Fadi Geha and Mr Stephen Thornhill or their nominees) and any other persons who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a Shareholder); or an associate of those persons.

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

- a person as proxy or attorney for a person who is entitled to vote on the resolutions, in accordance with directions given to the proxy or attorney to vote on the resolutions in that way; or
- 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
- 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 resolutions; and
 - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

For the purposes of section 224 Corporations Act the Company will not disregard a vote if:

- it is cast by a person as a proxy for a person who is entitled to vote in accordance with the directions on the proxy form; and

- it is not cast on behalf of a related party or associate of a related party of the Company to whom the resolutions would permit a financial benefit to be given or an associate of such a related party; or
- it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

Resolution 7 –The Company will disregard any votes cast in favour of Resolution 7 by or on behalf of any person who is eligible to participate in the Company's Equity Incentive Plan or an associate of that person.

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

- 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
- 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
- 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.

The Company will disregard votes cast as proxy by Key Management Personnel or their Closely Related Parties in contravention of sections 250BD of the Corporations Act. The Company will also disregard votes cast by or on behalf of a related party of the Company to whom the resolution would permit a financial benefit to be given in contravention of section 224 of the Corporations Act and any associate of such a related party.

For the purposes of section 224 Corporations Act, the Company will not disregard a vote if:

- it is cast by a person as a proxy appointed in writing that specifies how the proxy is to vote on the proposed resolution; and
- it is not cast on behalf of a related party or associate of a related party of the Company to whom the resolution would permit a financial benefit to be given or an associate of such a related party.

Resolution 8 - The Company will disregard any votes cast in favour of Resolution 8 by or on behalf of any 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 Shareholder), or any associate of that person.

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

- 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
- 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
- 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.

NB. In accordance with Listing Rule 14.11.1 and the relevant note under Listing Rule 7.1A, as at the date of this Notice of Meeting the Company is not proposing to make an issue of Equity Securities (if any). On that basis, no security holders will be excluded.

3. Who may vote

In accordance with Regulation 7.11.37 of the Corporations Regulations, the Company (as convenor of the Meeting) has determined that a person's entitlement to attend and vote at the Meeting will be those persons set out in the register of Shareholders as at 7.00pm (AEST) on 28 May 2024. This means that any Shareholder registered at 7.00pm (AEST) on 28 May 2024 is entitled to attend and vote at the Meeting.

4. Shareholder questions

Whilst Shareholders will be provided with the opportunity to submit questions at the Meeting, it would be desirable if the Company was able to receive them in advance.

Shareholders are therefore requested to send any questions they may have for the Company or its Directors at the Annual Shareholders' Meeting to the Company Secretary, Kim Larkin, by emailing to kim.larkin@boardroomlimited.com.au.

Please note that not all questions may be able to be answered during the Meeting. In this case answers will be made available on the Company's website after the Meeting.

5. Proxies

A Shareholder entitled to attend this Meeting and vote, is entitled to appoint a proxy to attend and vote on behalf of that Shareholder at the Meeting.

- A proxy need not be a Shareholder.
- If the Shareholder is entitled to cast two or more votes at the Meeting, the Shareholder may appoint two proxies and may specify the proportion or number of the votes which each proxy is appointed to exercise. If the Shareholder appoints two proxies and the appointment does not specify the proportion or number of votes, each proxy may exercise half of the votes held by that Shareholder.
- If the Shareholder appoints only one proxy, that proxy is entitled to vote on a show of hands. If a Shareholder appoints two proxies, only one proxy is entitled to vote on a show of hands.
- Where two proxies are appointed, any fractions of votes resulting from the appointment of two proxies will be disregarded.
- A Proxy Form accompanies this Notice.
- Unless the Shareholder specifically directs the proxy how to vote, the proxy may vote as he or she thinks fit or abstain from voting.
- If a Shareholder wishes to appoint a proxy, the Shareholder should complete the Proxy Form and comply with the instructions set out in that form relating to lodgement of the form with the Company.
- The Proxy Form must be signed by the Shareholder or his or her attorney duly authorised in writing or, if the Shareholder is a corporation, either signed by an authorised officer or attorney of the corporation or otherwise signed in accordance with the Corporations Act.
- If any attorney or authorised officer signs the Proxy Form on behalf of a Shareholder, the relevant power of attorney or other authority under which it is signed or a certified copy of that power or authority must be deposited with the Proxy Form.
- The Proxy Form (together with any relevant authority) must be received by no later than 11:00 am (AEST) on 28 May 2024.
- The completed Proxy Form may be:
 - Mailed to the address on the Proxy Form; or
 - Faxed to Simble Solutions Limited, Attention Company Secretary, on facsimile number +61 2 9290 9655; or
 - Voted online via the Company's Share Registry at www.votingonline.com.au/sisagm2024

6. Corporate Representative

Any corporate Shareholder who has appointed a person to act as its corporate representative at the Meeting should provide that person with a certificate or letter executed in accordance with section 250D

of the Corporations Act authorising him or her to act as that company's representative. The authority must be sent to the Company and/or registry at least 24 hours in advance of the Meeting.

7. Voting Intentions

Subject to any voting restrictions and exclusions, the Chairman intends to vote in favour of the Resolutions. In respect of undirected proxies, subject to any voting restrictions and exclusions, the Chairman intends to vote in favour of the Resolution.

8. Member Communications

Receiving your shareholder communications electronically is the best way to stay informed and will assist the Company with minimising paper usage. If you haven't already, we encourage you to make the switch to paperless communications and provide the Company with your email address. To update your communication preferences, please visit the [Boardroom Investor Centre](#) or contact the Company's share registry, Boardroom Pty Limited.

You can make a standing election as to how you would like to receive certain documents including annual reports and meeting-related documents (for example notices of meeting and proxy/voting forms). You can also make a one-off request to receive a document in physical or electronic form by contacting Company's share registry, Boardroom Pty Limited.

26 April 2024

By Order of the Board of Simble Solutions Limited



Kim Larkin
Company Secretary
SIMBLE SOLUTIONS LIMITED
ACN 608 419 656

EXPLANATORY MEMORANDUM

This Explanatory Memorandum forms part of the Notice convening the Annual General Meeting of Shareholders of Simble Solutions Limited (**Company**) to be held at Level 5, 1 Margaret Street, Sydney NSW 2000 at 11:00 am (AEST) on 30 May 2024.

This Explanatory Memorandum is to assist Shareholders in understanding the background to, and the legal and other implications of, the Notice and the reasons for the proposed resolutions. Both documents should be read in their entirety and in conjunction with each other.

Explanatory Notes to the Resolutions

Financial Reports

The Corporations Act requires that the report of the Directors, the Auditor's report and the Financial Report be laid before the Annual General Meeting.

Apart from the matters involving remuneration which are required to be voted upon, neither the Corporations Act nor the Constitution requires a vote of Shareholders at the Annual General Meeting on the financial statements and reports.

Shareholders will be given a reasonable opportunity at the meeting to raise questions and make comments on these reports.

In addition to asking questions at the meeting, Shareholders may address written questions to the Chairman about the management of the Company or to the Company's auditor, if the question is relevant to:

- (a) the content of the auditor's report; or
- (b) the conduct of its audit of the annual financial report to be considered at the meeting.

Note: Under section 250PA(1) of the Corporations Act, a Shareholder must submit the question to the Company no later than the fifth Business Day before the day on which the Annual General Meeting is held.

Written questions for the auditor must be delivered by 5:00pm on Thursday, 23 May 2024. Please send any written questions for the auditors to:

The Company Secretary
Simble Solutions Limited
c/- Boardroom Pty Ltd
Level 8, 210 George Street
SYDNEY, NSW 2000

or via email to: Kim.Larkin@boardroomlimited.com.au

Resolution 1: Remuneration Report

The Corporations Act requires that at a listed company's annual general meeting, a resolution that the Remuneration Report be adopted must be put to the Shareholders. However, such a resolution is advisory only and does not bind the Directors of the Company.

The Remuneration Report sets out the Company's remuneration arrangements for Key Management Personnel of the Company. The Remuneration Report is part of the Directors' Report contained in the annual financial report of the Company for the financial year ending 31 December 2023. A copy is available on the Company's website.

A reasonable opportunity will be provided for discussion of the Remuneration Report at the Annual General Meeting.

Voting consequences

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

If more than 50% of Shareholders vote in favour of the Spill Resolution, the Company must convene the extraordinary general meeting (**Spill Meeting**) within 90 days of the second annual general meeting, at which all of the Directors (other than the Managing Director) of the Company, would need to stand for re-election.

As Shareholders voted in favour of the Company's Remuneration Report at its last annual general meeting, the Spill Resolution is not relevant for this Annual General Meeting.

Directors' recommendation

As the resolution relates to matters pertaining to the remuneration of the Directors and the Board, and as a matter of corporate governance and in accordance with the spirit of section 250R(4) of the Corporations Act, the Directors make no recommendation regarding this resolution.

Resolution 2: Re-election of Director - Mr Ben Loiterton

Listing Rule 14.5 requires the Company to hold an election of Directors at each Annual General Meeting.

In addition, the Company's Constitution provides that one third of all existing Directors, excluding the Managing Director, must retire by rotation at each annual general meeting.

Mr Loiterton retires and being eligible, offers himself for re-election in accordance with the Constitution.

Ben's career spans over 30 years in investment banking, executive management and entrepreneurial activity. He is an experienced public company director having served on six ASX-listed company boards and various private company boards and advisory boards. Ben has extensive experience with driving commercial strategy, corporate finance, equity capital raising, IPOs and mergers and acquisitions, financial structuring, and providing legal and business strategy advice for fast-growth businesses. He has direct experience in a wide array of sectors including technology, software, financial services, telecoms, media, property, and resources. He has co-founded several start-up businesses, and arranged equity funding across the full spectrum from seed capital to private equity transactions. Ben is currently Principal at Sydney-based investment banking firm Andover Partners. Ben holds a Bachelor of Commerce (Finance) / Bachelor of Laws from the University of NSW.

Directors' recommendation

The Directors (with Mr Loiterton abstaining) unanimously recommend that Shareholders vote in favour of this Resolution.

Resolution 3: Election of Director - Mr Stephen Thornhill

Mr Thornhill was appointed as a Director of the Company on 03 July 2023 to fill a casual vacancy in accordance with the provisions of clause 47 of the Constitution. Clause 47 of the Constitution provides that, the Directors may at any time appoint any person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors. Any Director so appointed holds office only until the end of the next General Meeting and is eligible for re-election at that meeting.

Listing Rule 14.4 also provides that a director appointed to fill a casual vacancy must not hold office (without re-election) past the next Annual General Meeting of the company.

Mr Thornhill retires and being eligible offers himself for re-election in accordance with the Constitution.

Steve has over the past year assisted Simble with customer referrals and market penetration strategies in the UK and Europe. Steve is an investor in, and director of, numerous industrial companies in the UK and has a background in corporate finance.

Directors' recommendation

The Directors (with Mr Thornhill abstaining) unanimously recommend that Shareholders vote in favour of this Resolution.

Resolution 4: Election of Director - Mr Qiang (Max) Wang

Mr Wang was appointed as a Director on 21 February 2024 to fill a casual vacancy in accordance with the provisions of clause 47 of the Constitution. Clause 47 of the Constitution provides that, the Directors may at any time appoint any person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors. Any Director so appointed holds office only until the end of the next General Meeting and is eligible for re-election at that meeting.

Listing Rule 14.4 also provides that a director appointed to fill a casual vacancy must not hold office (without re-election) past the next Annual General Meeting of the company.

Mr Wang retires and being eligible offers himself for re-election in accordance with the Constitution.

Qiang (Max) Wang is a seasoned director and senior executive. His extensive experience in market development and strategic partnerships in Asia ideally positions him to lead our expansion into China and Southeast Asia. Throughout his distinguished career, Max has successfully navigated the international business landscape and forged significant collaborations with leading Chinese companies, partnering with businesses, research institutions, and universities in Australia. His strategic efforts have been instrumental in driving growth and fostering successful collaborations, both within China and on the global stage. Max is also partner of an ESG consulting firm headquartered in Singapore and will leverage his contacts to support Simble's expansion of its capability in that market. Max has also made notable contributions as a senior executive in Australian companies, applying his strategic foresight and deep understanding of the domestic corporate environment to drive innovation and growth. With an MBA from Melbourne Business School, Mr. Wang's strong business foundation is complemented by his current pursuit of the Advanced Management Program at Harvard Business School, enhancing his leadership and strategic capabilities.

Max holds a Bachelor of Network Engineering from Monash University, Australia and Master of Business Administration from University of Melbourne, Melbourne Business School.

Directors' recommendation

The Directors (with Mr Wang abstaining) unanimously recommend that Shareholders vote in favour of this Resolution.

Resolution 5: Ratification of prior issue of 96,088,235 Shares in Placement

On 26 February 2024, and as announced to the ASX on that date, 96,088,235 Shares were issued by the Company to provide additional capital for the Company to progress its growth strategy in 2024.

In accordance with Listing Rule 7.4, Resolution 5 seeks Shareholders ratification of the issue of Shares as detailed below.

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 securities it had on issue at the start of that period.

The issue of 96,058,235 Shares does not fall within any of the relevant exceptions in Listing Rule 7.2 and, as it has not yet been approved by the Company's Shareholders, it effectively uses up part of the 15% limit in Listing Rule 7.1, thereby reducing the Company's capacity to issue further Equity Securities without Shareholder approval under Listing Rule 7.1 for the 12-month period following the issue date.

Listing Rule 7.4 allows Shareholders to approve an issue of Equity Securities after it has been made or agreed to be made. If Shareholders approve the issuance, the Shares issued are taken to have been approved under Listing Rule 7.1, and therefore do not reduce the Company's capacity to issue further Equity Securities without Shareholder approval under that rule.

The Company wishes to retain as much flexibility as possible to issue additional Equity Securities into the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1.

If Resolution 5 is passed, the issue of 96,088,235 Shares will be excluded in calculating the Company's 15% limit under Listing Rule 7.1, effectively increasing the number of Equity Securities the Company can issue without Shareholder approval over the 12-month period following the issue date.

If Resolution 5 is not passed, the Company's capacity to raise additional equity funds over the next 12 months without Shareholder approval will be reduced.

Resolution 5 is an ordinary resolution requiring it to be passed by a simple majority of votes cast by Shareholders entitled to vote on it.

In accordance with Listing Rule 7.5 the following information is provided:

(a) Number of securities issued:

96,088,235 Shares.

(b) Date on which securities were issued:

The Shares were issued and allotted on 26 February 2024.

(c) Issue price of securities:

The Shares were issued at \$0.0034 per Share.

(d) Allottees of the securities:

The Shares were allotted by the Company to professional and sophisticated investors selected by Hongmen Capital Holdings Limited.

No related party, key management personnel, substantial holder of, or an advisor to, the Company (or an associate of those persons) participated in the Placement.

(e) Terms of securities:

The Shares issued rank equally with all existing Shares on issue.

(f) The intended use of the funds:

To enable the Company to pursue and fulfill its growth strategy for 2024.

(g) Voting Exclusion:

A voting exclusion statement applies to this item of business as set out in the Notice.

Directors' recommendation

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

Resolutions 6(a), 6(b) and 6(c) – Issue of Shares to Directors participating in Placement

As announced to ASX on 21 February 2024, Directors, Qiang (Max) Wang, Fadi Geha and Stephen Thornhill have each subscribed for Shares under the Placement.

In accordance with Listing Rule 10.11 and for all other purposes, Resolutions 6(a), 6(b) and 6(c) seek Shareholder approval to issue the Shares to Directors as a result of this subscription.

Listing Rule 10.11 requires a listed company to obtain Shareholder approval prior to the issue of securities to a related party of the Company. Mr Wang, Mr Geha and Mr Thornhill, as Directors of the Company, are each a related party of the Company by virtue of section 228(2) of the Corporations Act. As such Resolutions 6(a), 6(b) and 6(c) seek Shareholder approval to allow the issue of the Shares to each of Mr Wang, Mr Geha and Mr Thornhill (or their nominee).

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.

If Shareholder approval is obtained for Resolutions 6(a), 6(b) and 6(c) under Listing Rule 10.11, the issuance of Shares will not require approval under Listing Rule 7.1 as the issuance falls within one of the exceptions to Listing Rule 7.1, and Shares issued pursuant to these Resolutions will not deplete the Company's 15% placement capacity as they will not be included in the capacity calculations.

If Resolutions 6(a), 6(b) and 6(c) are not approved, the Company will not be able to issue the Shares or receive the consideration monies.

Resolutions 6(a), 6(b) and 6(c) are ordinary resolutions requiring them to be passed by a simple majority of votes cast by the Shareholders entitled to vote on them.

In accordance with Listing Rule 10.13 the following information is provided:

	Resolution 6(a)	Resolution 6 (b)	Resolution 6 (c)
Recipients of Issue	Mr Qiang Wang or his nominee	Mr Fadi Geha or his nominee	Mr Stephen Thornhill or his nominee
Number and Class of Securities to be Issued	29,411,765 Shares	17,647,059 Shares	7,352,941 Shares
Material terms of the securities	The Shares issued will rank equally with existing Shares.		
Date on which the securities will be issued	No later than 1 month after the date of this Meeting.		

Issue Price	Shares are offered at \$0.0034 per Share.
Purpose of the issue	Funds raised from the Placement will be used to enable the Company to pursue and fulfill its growth strategy for 2024.
Voting Exclusion	Voting exclusion statements apply to these items of business as set out in the Notice.

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:

- obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and
- 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.

Each of the Directors and their nominee entities (if applicable) are related parties of the Company.

The Directors consider that Shareholder approval, pursuant to Chapter 2E of the Corporations Act, is not required in respect of the issuance of the Shares and Options the subject of these Resolutions as the terms of issuance are identical to the terms offered to all participants (that are not related parties of the Company) in the Placement as released to ASX on 21 February 2024.

Directors' recommendation

The Directors abstain, in the interests of good governance, from making a recommendation in relation to these Resolutions.

Resolution 7 – Approval of Equity Incentive Plan

Listing Rule 7.1 restricts the amount of Equity Securities which listed companies can issued without the approval of Shareholders over any 12-month period to 15% of the fully paid ordinary securities it had on issue at the start of that period, subject to certain exceptions. There are, however, a number of exceptions to this restriction. Listing Rule 7.2, Exception 13(b) allows the Company to issue securities under an employee incentive scheme (**Equity Incentive Plan**) to be automatically excluded from the calculation of the Company's 15% capacity if, within three years before the date of the issue, Shareholders approve the issue of securities under the Equity Incentive Plan as an exception to Listing Rule 7.1.

If Resolution 7 is not approved, any securities issued under the Equity Incentive Plan will be included in the calculation of the Company's 15% capacity and therefore reduce the Company's capacity to raise additional equity funds over the next 12 months without reference to Shareholders.

Resolution 7 is an ordinary resolution requiring it to be passed by a simple majority of votes cast by Shareholders entitled to vote on it.

However, this exception does not apply to Directors and their associates, who are deemed related parties of the Company, as issues to such persons require separate approval under Listing Rule 10.14.

The Equity Incentive Plan is designed to:

- assist in the reward, retention and motivation of eligible employees;
- link the reward of eligible employees to Shareholder value creation; and
- align the interests of eligible employees with Shareholders by providing an opportunity for eligible employees to earn rewards via an equity interest in the Company based on creating Shareholder value.

In accordance with Listing Rule 7.2, Exception 13(b), the following information is provided:

- (a) a summary of the key terms of the Equity Incentive Plan is set out in Annexure A;
- (b) nil securities have been issued under the Equity Incentive Plan since last approved by Shareholders on 20 May 2021; and
- (c) subject to approval, a maximum of 20,000,000 securities are proposed to be issued under the Equity Incentive Plan.

Directors' Recommendation

The Directors abstain, in the interests of good governance, from making a recommendation in relation to this Resolution.

Resolution 8: Approval of 10% Placement Facility

Listing Rule 7.1A enables an eligible entity to issue Equity Securities up to 10% of its issued share capital through placements over a 12-month period by way of a special resolution approved at an Annual General Meeting (10% Placement Facility). The 10% Placement Facility is in addition to the Company's 15% placement capacity under Listing Rule 7.1.

An eligible entity for the purposes of Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300 million or less. The Company is an eligible entity for these purposes.

Resolution 8 seeks Shareholder approval by way of special resolution for the Company to have the additional 10% capacity provided for in Listing Rule 7.1A to issue Equity Securities without shareholder approval.

If Resolution 8 is passed, the Company will be able to issue Equity Securities up to the combined 25% limit in Listing Rules 7.1 and 7.1A without any further Shareholder approval.

If Resolution 8 is not passed, the Company will not be able to access the additional 10% capacity to issue Equity Securities without Shareholder approval provided for in Listing Rule 7.1A and will remain subject to the 15% limit on issuing Equity Securities without Shareholder approval set out in Listing Rule 7.1

The exact number of Equity Securities to be issued under the 10% Placement Facility will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2 (refer below).

Description of Listing Rule 7.1A

a) Shareholder approval:

The ability to issue Equity Securities under the 10% Placement Facility is subject to Shareholder approval by way of a special resolution at an annual general meeting.

b) Equity Securities:

Any Equity Securities issued under the 10% Placement Facility must be in the same class as an existing quoted class of Equity Securities of the Company. The only class of quoted Equity Securities of the Company at the date of the Notice are ordinary Shares.

c) Formula for calculating 10% Placement Facility:

Listing Rule 7.1A.2 provides that eligible entities which have obtained Shareholder approval at an Annual General Meeting may issue or agree to issue, during the 12-month period after the date of the Annual General Meeting, a number of Equity Securities calculated in accordance with the following formula:

(A x D) – E

A is the number of Shares on issue 12 months before the date of issue or agreement:

- plus the number of fully paid ordinary securities issued in the 12 months under an exception in Listing Rule 7.2 (other than 9, 16 or 17);
- plus the number of fully paid ordinary securities issued in the 12 months on the conversion of convertible securities within Listing Rule 7.2 exception 9 where:
 - a. the convertible securities were issued or agreed to be issued before the commencement of the 12 months; or
 - b. the issue of, or agreement or issue, the convertible securities was approved, or taken under these rules to have been approved, under Listing Rule 7.1 or 7.4;
- plus the number of fully paid ordinary securities issued in the 12 months under an agreement to issue securities within Listing Rule 7.2 exception 16 where:
 - a. the agreement was entered into before the commencement of the 12 months; or
 - b. the agreement or issue was approved, or taken under these rules to have been approved, under Listing Rule 7.1 or 7.4;
- plus the number of partly paid ordinary securities that became fully paid in the 12 months;
- plus the number of fully paid ordinary securities issued in the 12 months with approval under Listing Rule 7.1 and 7.4. This does not include an issue of fully paid ordinary securities under the entity's 15% placement capacity without Shareholder approval; and
- less the number of fully paid ordinary securities cancelled in the 12 months.

Note, that A has the same meaning in Listing Rule 7.1 when calculating an entity's 15% placement capacity.

D is 10%

E is the number of equity securities issued or agreed to be issued under Listing Rule 7.1A.2 in the 12 months before the date of the issue or agreement to issue that are not subsequently approved by Shareholders under Listing Rule 7.4.

d) Listing Rule 7.1 and Listing Rule 7.1A:

The ability of an entity to issue Equity Securities under Listing Rule 7.1A is in addition to the entity's 15% placement capacity under Listing Rule 7.1.

As of 25 March 2024, the Company has on issue 699,038,952 Shares. At present, the Company does not have capacity to issue Equity Securities under Listing Rule 7.1.

10% Placement Period:

Shareholder approval of the 10% Placement Facility under Listing Rule 7.1A is valid from the date of the Annual General Meeting at which the approval is obtained and expires on the earliest to occur of:

- (a) the date that is 12 months after the date of the Annual General Meeting at which the approval is obtained;
- (b) the time and date of the Company's next Annual General Meeting; or
- (c) the time and date of the approval by Shareholders of a transaction under Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking)

(10% Placement Period).

Listing Rule 7.1A

The effect of Resolution 8 will be to allow the Directors to issue the Equity Securities under Listing Rule 7.1A during the 10% Placement Period without using the Company's 15% placement capacity under Listing Rule 7.1.

Resolution 8 is a special resolution requiring approval of 75% of the votes cast by Shareholders present and entitled to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

Specific information required by Listing Rule 7.3A

In accordance with, Listing Rule 7.3A, the following information is provided:

- (a) The Equity Securities will be issued at an issue price of not less than 75% of the VWAP for the Equity Securities over the 15 Trading Days on which trades in the relevant class were recorded immediately before:
- the date on which the price at which the Equity Securities are to be issued is agreed; or
 - if the Equity Securities are not issued within 10 Trading Days of the date in paragraph (i) above, the date on which the Equity Securities are issued.
- (b) If Resolution 8 is approved by Shareholders and the Company issues Equity Securities under the 10% Placement Facility, the existing Shareholders' economic and voting power in the Company will be diluted as shown in the table below. There is a risk that:
- the market price for the Company's Equity Securities may be significantly lower on the date of the issue of the Equity Securities than on the date Shareholders provide their approval at the Annual General Meeting; and
 - the Equity Securities may be issued at a price that is at a discount to the market price for the Company's Equity Securities on the issue date, which may have an effect on the amount of funds raised by the issue of the Equity Securities.

In accordance with Listing Rule 7.3A.2, the table below shows the dilution of existing Shareholders calculated in accordance with the formula in Listing Rule 7.1A.2 as at the date of this Notice.

The table also shows:

- (a) two examples where variable "A" has increased, by 50% and 100%. Variable "A" is based on the number of ordinary securities the Company has on issue. The number of ordinary securities on issue may increase as a result of issues of ordinary securities that do not require Shareholder approval (for example, a pro rata entitlements issue to all Shareholders) or future specific placements under Listing Rule 7.1 that are approved at a future Shareholders' Meeting; and
- (b) two examples of where the issue price of ordinary securities has decreased by 50% and increased by 100% as against the current market price.

Variable A in Listing Rule 7.1.A.2		Dilution		
		\$0.0025 50% decrease in Issue Price	\$0.005 Issue Price	\$0.01 100% increase in Issue Price
Current Variable A* 699,038,952 Shares	10% Voting Dilution	69,903,895		
	Funds Raised	\$174,759	\$349,519	\$699,038
50% increase in current Variable A* 1,048,558,428 Shares	10% Voting Dilution	104,855,842		
	Funds Raised	\$262,139	\$524,279	\$1,048,558
100% increase in current Variable A* 1398,077,904 Shares	10% Voting Dilution	139,807,790		
	Funds Raised	\$349,519	\$699,038	\$1,398,077

The table has been prepared on the following assumptions:

- (a) The Company issues the maximum number of Equity Securities available under the 10% Placement Facility.

- (b) None of the 356,922,670 Options that the Company currently has on issue are exercised into Shares before the date of the issue of the Equity Securities.
 - (c) The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
 - (d) The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Facility, based on that Shareholder's holding at the date of the Annual General Meeting.
 - (e) The table shows only the effect of issues of Equity Securities under Listing Rule 7.1A, not under the 15% Placement capacity under Listing Rule 7.1.
 - (f) The issue of Equity Securities under the 10% Placement Facility consists only of Shares.
 - (g) The issue price is \$0.005, being the closing price of the Shares on the ASX on 25 March 2024.
- (c) The Company will only issue Equity Securities during the 10% Placement Period. The approval under Resolution 8 for the issue of the Equity Securities will cease to be valid in the event that Shareholders approve a transaction under Listing Rule 11.1.2 (a significant change to the nature or scale of activities) or Listing Rule 11.2 (disposal of main undertaking).
 - (d) The Company will issue the Equity Securities for cash consideration only. In such circumstances, the Company intends to use the funds raised towards an acquisition of new business assets or investments (including expenses associated with such acquisition) and/or general working capital.
 - (e) The Company will comply with the disclosure obligations under Listing Rules 7.1A.4 upon issue of any Equity Securities.
 - (f) The Company's allocation policy will depend on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Facility.

The identity of the allottees of Equity Securities will be determined on a case-by-case basis having regard to factors including, but not limited to, the following:

- i. the methods of raising funds that are available to the Company, including but not limited to, a rights issue or other issue in which existing Shareholders can participate;
- ii. the effect the issue of the Equity Securities might have on the control of the Company;
- iii. the financial situation and solvency of the Company; and
- iv. advice from corporate, financial and broking advisers (if applicable).

The allottees under the 10% Placement Facility have not been determined as at the date of this Notice but may include existing Shareholders and/or new Shareholders who are not related parties or associates of a related party of the Company.

The Company sought and obtained approval from Shareholders under Listing Rule 7.1A at the Annual General Meeting held on 19 May 2023.

In accordance with Listing Rule 7.3.A.6 the following information is provided:

(a) Number of securities issued:

2,645,627 Shares representing 0.5% of the total number of Equity Securities on issue at the commencement of the 12-month period.

(b) issue price of securities:

The Shares were issued at \$0.0034 per Share for a total of \$8,955.13.

(c) Allottees of the securities:

The Shares were allotted by the Company to professional and sophisticated investors selected by Hongmen Capital Holdings Limited.

(d) Use of the funds:

To enable the Company to pursue and fulfil its growth strategy in 2024.

At the date of the Notice, the Company has not approached any particular existing Shareholder or an identifiable class of existing security holder to participate in the issue of the Equity Securities. No existing Shareholder's votes will therefore be excluded under the voting exclusion in the Notice.

Directors' recommendation

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

DEFINITIONS

Throughout this Explanatory Memorandum the following various words and phrases are capitalised and the definitions of these capitalised words and phrases are set out below:

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

"ASIC" means the Australian Securities & Investments Commission;

"ASX" means ASX Limited (ACN 000 943 377);

"ASX Listing Rules" or **"Listing Rule"** means the Official Listing Rules of the ASX;

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

"Business Day" means a day on which trading takes place on the stock market of the ASX;

"Chairman" means the chairman of the annual general 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 dependant 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 Corporation Regulations 2001 (Cth);

"Company or Simble" means Simble Solutions Limited ACN 608 419 656;

"Constitution" means the Company's constitution;

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

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

"Directors" mean the current Directors of the Company;

"Equity Securities" has the meaning given to that term in the Listing Rules;

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

"Key Management Personnel" has the same meaning as in the accounting standards and broadly includes those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise) of the Company;

"Management" means the management of the Company;

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

"Notice" or **"Notice of Meeting"** means the notice convening the Annual General Meeting of the Company to be held on 30 May 2024 which accompanies this Explanatory Memorandum;

"Option" means an option to acquire a Share;

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

"Remuneration Report" means the remuneration report set out in the Directors' Report section of the Company's Annual Financial Report for the year ended 31 December 2023;

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

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

"Shareholder" means a registered holder of a Share in the Company;

"Trading Day" means a day determined by ASX to be a trading day and notified to market participants.

Annexure A

Summary of the key terms of the Company's Equity Incentive Plan

Purpose	<p>The purpose of the Plan is to:</p> <ul style="list-style-type: none"> (a) assist in the reward, retention and motivation of Eligible Participants; (b) link the reward of Eligible Participants to performance and the creation of Shareholder value; (c) align the interests of Eligible Participants more closely with the interests of Shareholders by providing an opportunity for Eligible Participants or their Nominees to receive Awards with the intention that such Awards and Shares issued on the vesting/exercise of those Awards to be held for the long-term; (d) provide Eligible Participants with the opportunity to share in any future growth in value of the Company; and (e) provide greater incentive for Eligible Participants to focus on the Company's long-term goals.
Eligibility	<p>An eligible participant is a:</p> <ul style="list-style-type: none"> (a) Director (whether executive or non-executive) of any Group Company; (b) a full or part time employee of any Group Company; (c) a casual employee or contractor of a Group Company; and (d) a prospective participant, <p>who is declared by the Board to be eligible to receive grants or Awards under the Plan (Eligible Participant).</p>
Form of equity	<p>Awards of options and performance rights can be made under the plan. Performance rights are a right to be issued or transferred a Share (or paid a cash payment), upon and subject to the terms set out in the Plan and the terms of any applicable Offer.</p> <p>An option confers a right to acquire a Share subject to the satisfaction of any vesting conditions and the payment of the exercise price for the option on the terms set out in the Plan.</p>
Terms of award	<p>The number of Awards to be offered to an Eligible Participant from time to time will be determined by the Board in its discretion and in accordance with applicable law and the ASX Listing Rules.</p> <p>Each Award will entitle the holder to be issued or transferred one Share (or, at the discretion of the Board, to be paid a cash payment in lieu of the issue or transfer of one Share) unless the Plan or applicable Offer otherwise provides.</p>
Vesting and exercise	<p>A Participant may, subject to the terms of the Plan and any Offer, exercise any vested Awards at any time after the Awards have vested but before the Awards lapse by providing the Company with:</p> <ul style="list-style-type: none"> (e) the certificate for the Awards or, if the certificate for the Awards has been lost, mutilated or destroyed, a declaration that that effect, accompanied by an indemnity in favour of the Company against any loss, costs or expenses which might be incurred by the Company as a consequence of its relying on the declaration that the certificate has been lost, mutilated or destroyed; (f) a notice addressed to the Company and signed by the Participant stating that the Participant exercises the Awards and specifying the number of Awards which are exercised; and (g) where the Award to be exercised is an Option, except to the extent the Board approves the use of the Cashless Exercise Facility or the Cash Payment Facility, payment to the Company in cleared funds of an amount equal to the Option Exercise Price multiplied by the number of Options which are being exercised.

Cashless Exercise Facility	<p>If a Participant wishes to exercise some or all of their vested Options, it may, subject to Board approval, elect to pay the Option Exercise Price by using the cashless exercise facility provided for under the Plan.</p> <p>The Cashless Exercise Facility allows a Participant to set-off the Option Exercise Price against the number of Shares which the Participant is entitled to receive upon exercise of the Participant's Options. By using the Cashless Exercise Facility, the Participant will receive Shares to the value of the surplus after the Option Exercise Price has been set-off.</p>
Cash Payment Facility	<p>Subject to the Corporations Act, the ASX Listing Rules, the Plan and the terms of any Offer, where all Vesting Conditions in respect of an Award have been satisfied or waived, the Board may in its discretion elect, in lieu of issuing or transferring a Share to the Participant on exercise of the Award, to pay the Participant a cash payment for the Award exercised.</p>
Exercise conditions	<p>Exercise condition means any criteria, requirements or conditions set out in the terms of the Plan and any offer, which must be met (notwithstanding the satisfaction of any performance criteria and/or vesting conditions) in order for any performance rights and/or options to vest or be exercisable.</p>
Exercise price	<p>Exercise price means:</p> <ul style="list-style-type: none"> (h) in relation to a performance right, a nil amount, unless otherwise determined by the Board and specified in the invitation, or (i) in relation to an option, the amount payable on exercise of that option, as specified in the offer for that option.
Change of control	<p>If a company acquires control of the Company as a result of a specified event (e.g. a takeover, a scheme of arrangement, winding up or any similar transaction or event that may result in a person becoming entitled to exercise control over the Company):</p> <ul style="list-style-type: none"> (j) all Vesting Conditions are deemed to be automatically waived (except to the extent that an Offer provides otherwise); and (k) both the Company, the Acquiring Company and the Participant agree, a Participant may, in respect of any vested Awards that are exercised, be provided with shares of the Acquiring Company, or its parent, in lieu of Shares, on substantially the same terms and subject to substantially the same conditions as the Shares, but with appropriate adjustments to the number and kind of shares subject to the Awards.
Lapse	<p>An Award will lapse upon the earlier to occur of:</p> <ul style="list-style-type: none"> (l) the Board, in its discretion, resolving an Award lapse as a result of an unauthorised Disposal, or hedging of, the Awards; (m) a Vesting Condition in relation to the Award is not satisfied by the due date, or becomes incapable of satisfaction, as determined by the Board acting reasonably; (n) in respect of an unvested Award, a Relevant Person ceases to be an Eligible Participant, unless otherwise determined by the Board; (o) in respect of an unvested Award, a winding up resolution or order is made in respect of the Company, and the Award does not vest in accordance with the operation of the Plan; and (p) the Expiry Date of the Award. <p>In respect of a vested Award, on a Relevant Person ceasing to be an Eligible Participant, subject to the Board determining that there have been no Fraud or related matter occur and the Expiry Date of the Award.</p>

Share issues	<p>A participant may participate in new issues of securities to holders of Shares only if:</p> <p>(a) the option has been exercised or performance right has vested; and</p> <p>(b) a Share has been issued in respect of the option or performance right,</p> <p>before the record date for determining entitlements to the new issue.</p> <p>If, at any time, the issued capital of the Company is reorganised (including consolidation, subdivision, reduction or return), all rights of a Participant are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules (if applicable) at the time of the reorganisation.</p>
Non-transferable rights and options	<p>A participant must not assign, transfer, encumber or otherwise dispose of a performance right or option unless prior written consent is obtained by the Board (which consent may impose such terms and conditions on such assignment, transfer, encumbrance or disposal as the Board sees fit), or in accordance with law in the event of the death of a participant.</p> <p>The Board may, at its discretion, impose a restriction on disposing of, or granting any security interest over, Shares held by a participant on vesting of a performance right or exercise of an option.</p>
Dividends	<p>The performance rights and/or options held by a participant will not give the participant any right to participate in dividends until the issue, transfer or allocation of Shares pursuant to the vesting or exercise of the performance rights and/or options (as the case may be), before the record date for determining entitlements to a dividend.</p>
Voting rights	<p>Awards issued under the Plan will carry no voting rights.</p> <p>A Participant will, from and including the issue date of Shares under the Plan, be entitled to exercise voting rights attached to the Shares.</p>
Administration of the Plan	<p>The Plan will be managed in accordance with the Plan rules, by the Board. Every exercise of a discretion by the Board (or its delegates) and any decision by the Board (or its delegates) regarding the interpretation, effect or application of the Plan will be final, conclusive and binding.</p> <p>The Board may delegate any of its powers or discretions conferred on it by the Plan to any one or more persons selected by it.</p>

Amendment	<p>Subject to Rule 14.2, the Corporations Act and the ASX Listing Rules:</p> <ul style="list-style-type: none"> (a) the Board may, at any time by resolution, amend or add to all or any of the provisions of the Plan, an Offer or the terms or conditions or any Award issued under the Plan; and (b) any amendment may be given such retrospective effect as is specified in the written instrument or resolution which the amendment is made. <p>No adjustment or variation of the terms of an Award will be made by the Board without the consent of the Participant who holds the relevant Award if such adjustment or variation would have a materially prejudicial effect upon the Participant (in respect of his or her outstanding Awards), other than an adjustment or variation introduced primarily:</p> <ul style="list-style-type: none"> (a) for the purpose of complying with or conforming to present or future State, Territory or Commonwealth legislation governing or regulating the maintenance or operation of the Plan or like plans; (b) to correct any manifest error or mistake; (c) to enable a member of the Group to comply with Corporations Act, the ASX Listing Rules, applicable foreign law, or a requirement, policy or practice of the ASIC or other foreign or Australian regulatory body; or (d) to take into consideration possible adverse taxation implications in respect of the Plan, including changes to applicable taxation legislation or the interpretation of that legislation by a court of competent jurisdiction or any rulings from taxation authorities administering such legislation.
Termination	<p>The Board may terminate the Plan at any time by resolution. Termination shall not affect the rights or obligations of a Participant or the Company which have arisen under the Plan before the date of termination and the provisions of the Plan relating to a Participant's Awards shall survive termination of the Plan until fully satisfied and discharged.</p>



All Correspondence to:

✉ **By Mail** Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001 Australia

📠 **By Fax:** +61 2 9290 9655

💻 **Online:** www.boardroomlimited.com.au

☎ **By Phone:** (within Australia) 1300 737 760
(outside Australia) +61 2 9290 9600

YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 11:00am (Sydney Time) on Tuesday 28 May 2024.**

🖨 TO APPOINT A PROXY ONLINE

- STEP 1: VISIT** <https://www.votingonline.com.au/sisagm2024>
- STEP 2: Enter your Postcode OR Country of Residence (if outside Australia)**
- STEP 3: Enter your Voting Access Code (VAC):**

📱 BY SMARTPHONE



Scan QR Code using smartphone
QR Reader App

TO VOTE BY COMPLETING THE PROXY FORM

STEP 1 APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

If you wish to appoint the Chair of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chair of the Meeting as your proxy please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chair of the Meeting will be your proxy. A proxy need not be a securityholder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by contacting the company's securities registry or you may copy this form.

To appoint a second proxy you must:

- (a) complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- (b) return both forms together in the same envelope.

STEP 2 VOTING DIRECTIONS TO YOUR PROXY

To direct your proxy how to vote, mark one of the boxes opposite each item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of securities are to be voted on any item by inserting the percentage or number that you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses. If you mark more than one box on an item for all your securities your vote on that item will be invalid.

Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the company's securities registry.

STEP 3 SIGN THE FORM

The form **must** be signed as follows:

Individual: This form is to be signed by the securityholder.

Joint Holding: where the holding is in more than one name, all the securityholders should sign.

Power of Attorney: to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form should be signed by that person. **Please indicate the office held by signing in the appropriate place.**

STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by **11:00am (Sydney Time) on Tuesday, 28 May 2024.** Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged using the enclosed Reply Paid Envelope or:

- 💻 **Online** <https://www.votingonline.com.au/sisagm2024>
- 📠 **By Fax** + 61 2 9290 9655
- ✉ **By Mail** Boardroom Pty Limited
GPO Box 3993,
Sydney NSW 2001 Australia
- 👤 **In Person** Boardroom Pty Limited
Level 8, 210 George Street
Sydney NSW 2000 Australia

Attending the Meeting

If you wish to attend the meeting please bring this form with you to assist registration.

☐

Your Address

This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction in the space to the left. Securityholders sponsored by a broker should advise their broker of any changes.

Please note, you cannot change ownership of your securities using this form.

PROXY FORM

STEP 1 APPOINT A PROXY

I/We being a member/s of **Simble Solutions Limited** (Company) and entitled to attend and vote hereby appoint:

☐

 the **Chair of the Meeting (mark box)**

OR if you are **NOT** appointing the Chair of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered securityholder) you are appointing as your proxy below

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the Annual General Meeting of the Company to be held at **Level 5, 1 Margaret Street, Sydney, NSW 2000 on Thursday, 30 May, 2024 at 11:00am (Sydney Time)** and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

Chair of the Meeting authorised to exercise undirected proxies on remuneration related matters: If I/we have appointed the Chair of the Meeting as my/our proxy or the Chair of the Meeting becomes my/our proxy by default and I/we have not directed my/our proxy how to vote in respect of Resolutions 1 & 7, I/we expressly authorise the Chair of the Meeting to exercise my/our proxy in respect of these Resolutions even though Resolutions 1 & 7 is connected with the remuneration of a member/s of the key management personnel for the Company.

The Chair of the Meeting will vote all undirected proxies in favour of all Items of business including Resolutions 1 & 7. If you wish to appoint the Chair of the Meeting as your proxy with a direction to vote against, or to abstain from voting on an item, you must provide a direction by marking the 'Against' or 'Abstain' box opposite that resolution.

STEP 2 VOTING DIRECTIONS

* If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your vote will not be counted in calculating the required majority if a poll is called.

		For	Against	Abstain*
Resolution 1	Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of Director – Mr Ben Loiterton	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Election of Director – Mr Stephen Thornhill	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Election of Director – Mr Qiang Wang	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Ratification of prior issue of 96,088,235 Shares in Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6a	Issue of 29,411,765 Shares to Mr Qiang Wang (Executive Director) or his nominee;	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6b	Issue of 17,647,059 Shares to Mr Fadi Geha (Executive Director) or his nominee; and	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6c	Issue of 7,352,941 Shares to Mr Stephen Thornhill (Non-Executive Director and Chairman) or his nominee,	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7	Approval of Equity Incentive Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 8	Approval of 10% Placement Facility	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

STEP 3 SIGNATURE OF SECURITYHOLDERS

This form must be signed to enable your directions to be implemented.

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director / Company Secretary