

# BPH GLOBAL LTD

ACN 009 104 330

Level 5, 126 Phillip Street, Sydney NSW 2000, Australia

20 October 2023

## Notice of Annual General Meeting and Proxy Form

BPH Global Ltd (ASX: BP8) (“**Company**”) advises that an Annual General Meeting of Shareholders will be held at 4:00pm (AEDT) on Tuesday, 21 November 2023 at Automic offices at Suite 5, Level 12, 530 Collins Street, Melbourne VIC 3000 (**Meeting**).

In accordance with Listing Rule 3.17, attached are the following documents:

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

- END -

Authorised for lodgement by the Board of the Company

For further information, please visit our website at <https://bphglobal.com.au/> or contact:

**Elizabeth Spooner** – Joint Company Secretary  
+61 2 8072 1400

### Automic Registry Services

Ph: 1300 288 664 (callers within Australia) or +61 2 9698 5414 (callers outside of Australia)

Email: [hello@automicgroup.com.au](mailto:hello@automicgroup.com.au)

Website: <https://investor.automic.com.au/>

# BPH GLOBAL LTD

ACN 009 104 330

Level 5, 126 Phillip Street, Sydney NSW 2000, Australia

20 October 2023

Dear Shareholder,

## Annual General Meeting – Letter to Shareholders

BPH Global Ltd (ASX: BP8) (“**Company**”) advises that an Annual General Meeting of Shareholders will be held at 4:00pm (AEDT) on Tuesday, 21 November 2023 at Automic offices at Suite 5, Level 12, 530 Collins Street, Melbourne VIC 3000 (**Meeting**).

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

The Notice is being made available to Shareholders electronically and can be viewed and downloaded online at the following link: <https://bphglobal.com.au/>. Alternatively, the Notice will also be available on the Company’s ASX market announcements page (ASX: BP8).

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

Shareholders are encouraged to submit questions in advance of the Meeting to the Company. Questions must be submitted in writing to the Joint Company Secretaries at [meetings@automicgroup.com.au](mailto:meetings@automicgroup.com.au) at least 48 hours before the AGM.

### **Your vote is important**

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

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

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

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

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

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

This letter has been authorised for release by the Board.

Yours Faithfully,

Elizabeth Spooner  
Joint Company Secretary

**For further information, please visit our website at <https://bphglobal.com.au/> or contact:**

**Elizabeth Spooner** – Joint Company Secretary  
+61 2 8072 1400

**Automic Registry Services**

Ph: 1300 288 664 (callers within Australia) or +61 2 9698 5414 (callers outside of Australia)

Email: [hello@automicgroup.com.au](mailto:hello@automicgroup.com.au)

Website: <https://investor.automic.com.au/>

**BPH Global Ltd**

Level 5, 126 Phillip Street

Sydney NSW 2000

ACN: 009 104 330

<https://bphglobal.com.au/>

# BPH Global Ltd

## **Notice of 2023 Annual General Meeting**

Explanatory Statement | Proxy Form

Tuesday, 21 November 2023

**4:00pm AEDT**

**Address**

Automatic offices at Suite 5, Level 12, 530 Collins Street

Melbourne VIC 3000

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

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Annexure C – Notice of Nomination of Auditor	Attached
Proxy Form	Attached

## Venue and Voting Information

The Annual General Meeting of the Shareholders to which this Notice of Meeting relates will be held at 4:00pm (AEDT) on Tuesday 21 November 2023 at Automic offices at Suite 5, Level 12, 530 Collins St, Melbourne VIC 3000 (**Meeting**).

### Your vote is important

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

### Voting in person

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

### Voting by proxy

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

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

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

### Power of Attorney

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

### Corporate Representatives

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

# Notice of Annual General Meeting

Notice is hereby given that an Annual General Meeting of Shareholders of BPH Global Ltd ACN 009 104 330 will be held at 4:00pm (AEDT) on Tuesday 21 November 2023 at Automic offices at Suite 5, Level 12, 530 Collins St, Melbourne VIC 3000 (**Meeting**).

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

The Directors have determined pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Annual General Meeting are those who are registered Shareholders at 4:00pm (AEDT) on 19 November 2023.

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

## Agenda

### Ordinary business

#### Financial statements and reports

*“To receive and to consider the Annual Financial Report of the Company for the financial year ended 30 June 2023 together with the declaration of the Directors, the Directors’ Report, the Remuneration Report and the Auditor’s Report for that financial year.”*

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

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

# Resolutions

## Remuneration Report

### 1. **Resolution 1 – Adoption of Remuneration Report**

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

*“That, for the purpose of Section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Company’s Annual Financial Report for the financial year ended 30 June 2023.”*

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

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

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

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

## Election of Directors

### 2. **Resolution 2 – Election of Yanhua Huang as Director**

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

*“That Yanhua Huang, a Director appointed as an additional Director and holding office until the next general meeting of the Company after his appointment in accordance with the Company’s Constitution and ASX Listing Rule 14.4, be elected as a Director of the Company, effective immediately.”*

### 3. **Resolution 3 – Re-election of Huan Qing Gu as Director**

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

*“That Huan Qing Gu, a Director who retires by rotation in accordance with the Company’s Constitution and ASX Listing Rule 14.5, and being eligible offers himself for re-election as a Director of the Company, effective immediately.”*

## **ASX Listing Rule 7.1A (Additional 10% Capacity)**

### **4. Resolution 4 – ASX Listing Rule 7.1A Approval of Future Issue of Securities**

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

*“That, for the purposes of ASX Listing Rule 7.1A and for all other purposes, the Shareholders approve the issue of 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 ASX Listing Rule 7.1A.2 and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”*

**Voting Exclusion Statement:** The Company will disregard any votes cast in favour of Resolution 4 by or on behalf of:

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

However, this does not apply to a vote cast in favour of Resolution 4 by:

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

## Ratification of Prior Issue of Securities

### 5. **Resolution 5** – Ratification of Prior Issue of Placement Shares under ASX Listing Rule 7.1

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

*“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, the Shareholders ratify the allotment and prior issue of 200,209,467 Placement Shares issued on 12 October 2023 and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”*

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

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

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

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

## 6. **Resolution 6** – Ratification of Prior Issue of Placement Shares under ASX Listing Rule 7.1A

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

*“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, the Shareholders ratify the allotment and prior issue of 80,623,866 Placement Shares issued on 12 October 2023 and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”*

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

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

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

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

## Issue of Securities

### 7. Resolution 7 – Approval of Issue of Placement Options

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

*“That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, the Shareholders of the Company approve the issue and allotment of 280,833,333 Placement Options (that are intended to be quoted subject to ASX confirmation), each exercisable at \$0.004 per Placement Option and expiring on 11 December 2026 to institutional, professional and sophisticated investors who participated in the Placement, and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”*

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

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

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

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

## 8. Resolution 8 – Approval of Issue of Options to Sanlam Private Wealth Pty Ltd

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

*“That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, the Shareholders of the Company approve the issue and allotment of 60,000,000 Options (that are intended to be quoted subject to ASX confirmation), each exercisable at \$0.004 per Option and expiring on 11 December 2026, to Sanlam Private Wealth Pty Ltd (or its nominee), and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”*

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

- (a) Sanlam Private Wealth Pty Ltd (including entities related to principals of Sanlam Private Wealth Pty Ltd) and its clients who will participate in the proposed issue of Options, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company); or
- (b) an Associate of that person or those persons.

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

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

## 9. Resolution 9 – Approval of Issue of Shares and Options on conversion of 368,750 Convertible Notes

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

*“That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, the Shareholders of the Company approve the issue and allotment of Shares and attaching Options on a 1:1 basis (that are intended to be quoted subject to ASX confirmation) on conversion of 368,750 Convertible Notes issued pursuant to the terms and conditions of the Convertible Note Deed Poll dated 28 September 2023, each attaching Option being exercisable at \$0.004 per Option and expiring 11 December 2026, and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”*

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

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

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

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

## 10. Resolution 10 – Approval of Issue of Shares and Options to Mr Paul Stephenson, Director of the Company

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

*“That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, the Shareholders of the Company approve the issue and allotment of 46,666,667 Shares and 46,666,667 Options each exercisable at \$0.004 per Option and expiring 11 December 2026, to Mr Paul Stephenson (or his nominee), Director of the Company, and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”*

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

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

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

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

**Voting Prohibition Statement:** In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on Resolution 10 if:

- (a) the proxy is either:
  - (i) a member of the Company’s Key Management Personnel; or
  - (ii) a closely related party of a member of the Company’s Key Management Personnel; and
- (b) the appointment does not specify the way the proxy is to vote on the resolution.

However, the above prohibition does not apply if:

- (a) the proxy is the Chair of the Meeting; and
- (b) the appointment expressly authorises the Chair to exercise the proxy even if the Resolution is connected directly or indirectly with remuneration of a member of the Company’s Key Management Personnel.

## 11. Resolution 11 – Approval of Issue of Shares and Options to Mr Francesco Cannavo, Director of the Company

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

*“That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, the Shareholders of the Company approve the issue and allotment of 46,666,667 Shares and 46,666,667 each exercisable at \$0.004 per Option and expiring 11 December 2026, and expiring four years from the date of issue, to Mr Frank Cannavo (or his nominee), Director of the Company, and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”*

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

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

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

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

**Voting Prohibition Statement:** In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on Resolution 11 if:

- (a) the proxy is either:
  - (i) a member of the Company’s Key Management Personnel; or
  - (ii) a closely related party of a member of the Company’s Key Management Personnel; and
- (b) the appointment does not specify the way the proxy is to vote on the resolution.

However, the above prohibition does not apply if:

- (a) the proxy is the Chair of the Meeting; and
- (b) the appointment expressly authorises the Chair to exercise the proxy even if the Resolution is connected directly or indirectly with remuneration of a member of the Company’s Key Management Personnel.

## 12. Resolution 12 – Approval of Issue of Shares and Options to Mr Matthew Leonard, Director of the Company

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

*“That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, the Shareholders of the Company approve the issue and allotment of 26,666,666 Shares and 26,666,666 Options each exercisable at \$0.004 per Option and expiring 11 December 2026, to Mr Matthew Leonard (or his nominee), Director of the Company, and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”*

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

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

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

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

**Voting Prohibition Statement:** In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on Resolution 12 if:

- (a) the proxy is either:
  - (i) a member of the Company’s Key Management Personnel; or
  - (ii) a closely related party of a member of the Company’s Key Management Personnel; and
- (b) the appointment does not specify the way the proxy is to vote on the resolution.

However, the above prohibition does not apply if:

- (a) the proxy is the Chair of the Meeting; and
- (b) the appointment expressly authorises the Chair to exercise the proxy even if the Resolution is connected directly or indirectly with remuneration of a member of the Company’s Key Management Personnel.

### 13. Resolution 13 – Approval of Issue of Shares

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

*“That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, the Shareholders of the Company approve the issue and allotment of 100,000,00 ordinary shares to the vendors of Foshan Gedishi Biotechnology Co Ltd, and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”*

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

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

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

- (iv) 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
- (v) 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
- (vi) 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.

### Appointment of Auditor

#### 14. Resolution 14 – Appointment of Auditor

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

*“That, subject to the consent of the Australian Securities & Investments Commission to the resignation of HLB Mann Judd Assurance (NSW) Pty Ltd, for the purposes of section 327B of the Corporations Act and or all other purposes, approval is given for the appointment of a new auditor, HLB Mann Judd (VIC Partnership) ABN 20 696 861 713, having been nominated by a shareholder, being qualified to act as auditor of the Company and having consented subject to ASIC’s consent to the resignation of HLB Mann Judd Assurance (NSW) Pty Ltd, to act as such, be appointed as auditor of the Company with effect from the later of (a) the close of the Meeting; and (b) the day on which ASIC gives its consent to the resignation of the previous auditor.”*

## **Conditional Item**

### **15. Resolution 15 – Board Spill Meeting (Conditional Item)**

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

*“That subject to and conditional on at least 25% of the votes cast on Resolution 1 being cast against the adoption of the Remuneration Report:*

- (1) an extraordinary general meeting of the Company (the **Spill Meeting**) be held within 90 days of the passing of this resolution;*
- (2) all of the Directors in office (excluding the Managing Director) when the resolution to make the Directors’ Report for the financial year ended 30 June 2023 was passed and who remain in office at the time of the Spill Meeting, cease to hold office immediately before the end of the Spill Meeting; and*
- (3) resolutions to appoint persons to offices that will be vacated immediately before the end of the Spill Meeting be put to the vote of Shareholders at the Section 250V meeting.*

*In accordance with Section 250V(2) of the Corporations Act 2001 (Cth), Resolution 15 will only be put to the 2023 Annual General Meeting if at least 25% of the votes cast on Resolution 1 are cast against it.”*

**Voting Exclusion Statement:** In accordance with the Corporations Act, the Company will disregard any votes cast on Resolution 15 by or on behalf of a member of the Company’s key management personnel (including the Directors), whose remuneration details are included in the Remuneration Report (KMP), or any of that person’s Closely Related Parties (such as close family members and any controlled companies of those persons) (collectively referred to as Restricted Voter).

However, this does not apply to a vote cast in favour of Resolution 15 by:

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

#### **BY ORDER OF THE BOARD**

Elizabeth Spooner  
Joint Company Secretary

# Explanatory Statement

This Explanatory Statement has been prepared for the information of the Shareholders in connection with the business to be conducted at the Annual General Meeting to be held at 4:00pm AEDT on Tuesday 21 November 2023 at Suite 5, Level 12, 530 Collins St, Melbourne VIC 3000.

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

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

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

## Agenda

### **Ordinary business**

#### Financial statements and reports

In accordance with the Constitution and the Corporations Act, the business of the Annual General Meeting will include receipt and consideration of the Annual Financial Report of the Company for the financial year ended 30 June 2023 together with the declaration of the Directors, the Director's Report, the Remuneration Report and the Auditor's Report.

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

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

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

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

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

#### **Written questions of the auditor**

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

Please note that all written questions must be received at least five business days before the Meeting, which is by 14 November 2023.

# Resolutions

## **Remuneration Report**

### **Resolution 1 – Adoption of Remuneration Report**

In accordance with section 250R(2) of the Corporations Act, the Company is required to present to its Shareholders the Remuneration Report as disclosed in the Company's Annual Financial Report.

The vote on the Resolution is advisory only and does not bind the Directors or the Company. The Remuneration Report is set out in the Company's Annual Financial Report and is also available on the Company's website at <https://bphglobal.com.au/>.

The Remuneration Report explains the Board's policies in relation to the nature and level of remuneration paid to KMPs (including Directors) and sets out remuneration details, service agreements and the details of any share-based compensation.

At the Company's 2022 Annual General Meeting, the Company received a "first strike" where more than 25% of the votes cast were cast against the adoption of the 2022 Remuneration Report. Under the "two strikes" rule, if 25% or more of the votes cast at the 2023 Annual General Meeting are cast against the adoption of the 2023 Remuneration Report, the Company will receive a "second strike" and the Company will be required to put Resolution 15 to the 2023 Annual General Meeting.

#### **Voting**

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

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

## **Election of Directors**

### **Resolution 2 – Election of Yanhua Huang as Director**

Clause 11.12 of the Company's Constitution provides that any Director appointed in addition to the existing Directors will hold office until the next following annual general meeting and is then eligible for re-election.

ASX Listing Rule 14.4 also provides that each additional director appointed during the year is to hold office until the next annual general meeting and is then eligible for election as a Director of the Company.

Mr Yanhua Huang was appointed as an additional Director of the Company on 6 July 2023 and has since served as a Non-Executive Director of the Company. Mr Huang previously served as a Director of the Company from May 2019 until he resigned on 19 September 2022.

Under this Resolution, Yanhua Huang seeks election as a Director of the Company at this AGM.

Mr Huang is a seasoned businessman and management consultant with almost 20 years of experience, accumulated from working in management consulting firm Accenture and audit firm KPMG, and also from managing companies in the construction, manufacturing and trading industries. Mr Huang graduated from Lancaster University with a Bachelor degree and from the London School of Economics with a Master's degree.

#### **Directors' recommendation**

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

### **Resolution 3 – Re-election of Huan Qing Gu as Director**

Clause 11.4 of the Company's Constitution requires that at the Company's annual general meeting, one third of the Directors shall retire from office. The retiring Directors must not be a Managing Director. The Directors to retire at the annual general meeting are those who have been in office the longest since their last election.

It has been agreed that Huan Qing Gu will retire by rotation at this Meeting. ASX Listing Rule 14.5 also provides that an entity which has Directors must hold an election of Directors at each annual general meeting.

Huan Qing Gu was appointed a Director of the Company on 14 September 2015, served as Managing Director and CEO until March 2023 and has not sought re-election since appointment.

Under this Resolution, Huan Qing Gu has elected to retire by rotation, and being eligible, seeks re-election as a Director of the Company at this AGM.

Mr Gu is the inventor of BP8's Dendrobium Officinale orchid plant (a Traditional Chinese Medicine (TCM) plant) stem cell products. He holds a Master of Science degree in Biology, majoring in plant physiology from South China Teachers University (renamed South China Normal University) and a Diploma in Business Management from Australian Academy of Business Studies. Mr. Gu has more than 20 years experience in the food and agricultural technology industry and previously served as a consultant to Food and Agriculture Organization (FAO) of the United Nations before launching his entrepreneurial journey in the 1990s. Mr Gu also specialises in the production of various other TCM products like canned abalone, bottled bird's nest, cordyceps extract and ginseng extract. His in-depth industry knowledge and well-established business network has firm foundations in the manufacturing industry.

## **ASX Listing Rule 7.1A**

### **Resolution 4 – ASX Listing Rule 7.1A Approval of Future Issue of Securities**

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.

Under Listing Rule 7.1A, however, an eligible entity can seek approval from its members, by way of a special resolution passed at its annual general meeting, to add an additional 10% capacity.

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 less than the amount prescribed by ASX (currently \$300 million). As at 10 October 2023, the Company has a market capitalisation of approximately \$2.66 million and therefore is an eligible entity for these purposes. If at the time of the Meeting the Company is no longer an eligible entity this Resolution will be withdrawn.

This Resolution seeks Shareholder approval by way of a 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 this Resolution 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 this Resolution 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.

#### **Information Required by ASX Listing Rule 7.3A**

The following information is provided to Shareholder for the purposes of Listing Rule 7.3A.

##### Period for which the approval will be valid

An approval under this Listing Rule 7.1A commences on the date of the annual general meeting at which the approval is obtained and expires on the first to occur of the following:

- (a) the date which is 12 months after the date of the annual general meeting at which the approval is obtained;
- (b) the time and date of the entity's next annual general meeting; and
- (c) the time and date on which Shareholders approve a transaction under Listing Rule 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking).

##### Minimum price at which the equity securities may be issued under Listing Rule 7.1A

Any equity securities issued under Listing Rule 7.1A.2 must be an existing quoted class of the Company's equity securities and issued for cash consideration.

The issue price per equity security must not be less than 75% of the volume weighted average market price of the equity securities in that class, calculated over 15 trading days on which trades in that class were recorded immediately before:

- (a) the date on which the price at the equity securities are to be issued is agreed by the Company and the recipient of the equity securities; and
- (b) if the equity securities are not issued within 10 trading days of the date in paragraph (a), the date on which the equity securities are issued.

##### Purposes for which the funds raised by an issue of equity securities under Listing Rule 7.1A may be used

As noted above, any equity securities issued under Listing Rule 7.1A.2 must be issued for cash consideration. Accordingly, every issue of equity securities under Listing Rule 7.1A.2 will have an accompanying proposed use of funds at the time of issue.

As at the date of this Notice, the Company has not formed an intention to offer any equity securities under Listing Rule 7.1A during the Listing Rule 7.1A mandate period, if Shareholders approve this Resolution. However, if Shareholders approved this Resolution and the Company did raise funds from the issue of equity securities under Listing Rule 7.1A, based on the Company's existing plans, the Company considers that the funds may be used for the following purposes:

- (a) raising funds to further develop the Company's business;
- (b) raising funds to be applied to the Company's working capital requirements; and
- (c) raising funds for potential acquisitions assets and or business.

Risk of economic and voting dilution to existing ordinary Securityholders

If this Resolution is approved, and the Company issues equity securities under Listing Rule 7.1A, the existing Shareholders' economic and voting power in the Company will be diluted.

There is a risk that:

- (a) the market price for the Company's equity securities in that class may be significantly lower on the issue date than on the date of the approval under Listing Rule 7.1A; and
- (b) the equity securities may be issued at a price that is at a discount (as described above) 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 equity securities under Listing Rule 7.1A.

The table below shows the potential dilution of existing Securityholders on the basis of 3 different assumed issue prices and values for the variable "A" in the formula in rule 7.1A.2:

Variable "A" ASX Listing Rule 7.1A.2		Potential Dilution and Funds Raised		
		\$0.00075 50% decrease in issue price	\$0.0015 issue price <sup>(b)</sup>	\$0.003 100% increase in issue price
"A" is the number of shares on issue, <sup>(a)</sup> being <b>1,334,729,781 Shares</b>	10% voting dilution <sup>(c)</sup>	133,472,978	133,472,978	133,472,978
	Funds raised	\$100,105	\$200,209	\$400,419
"A" is a 50% increase in shares on issue, being <b>2,002,094,671 Shares</b>	10% voting dilution <sup>(c)</sup>	200,209,467	200,209,467	200,209,467
	Funds raised	\$150,157	\$300,314	\$600,628
"A" is a 100% increase in shares on issue, being <b>2,669,459,562 Shares</b>	10% voting dilution <sup>(c)</sup>	266,945,956	266,945,956	266,945,956
	Funds raised	\$200,209	\$400,419	\$800,838

**Notes:**

- (a) Based on the total number of fully paid ordinary Shares on issue as at 29 September 2023.
- (b) Based on the closing price of the Company's Shares on ASX as at 29 September 2023.
- (c) The table assumes that the Company issues the maximum number of ordinary Shares available to be issued under Listing Rule 7.1A.
- (d) The table does not show an example of dilution that may be caused to a particular Shareholder by reason of issues of equity securities under Listing Rule 7.1A based on that Shareholder's holding at the date of this Explanatory Statement.
- (e) The table shows the effect of an issue of equity securities under Listing Rule 7.1A only, not under the Company's 15% placement capacity under Listing Rule 7.1.

Allocation policy for issues under Listing Rule 7.1A

The Company's allocation policy and the identity of the allottees of equity securities under Listing Rule 7.1A will depend on a number of factors, including:

- (a) the Company's intentions in relation to the possible issue of equity securities (for cash consideration) during the Listing Rule 7.1A mandate period;
- (b) the structure and timeframe of the capital raising opportunities available to the Company and any alternative methods for raising funds that are available to the Company (such as a pro rata offer or an offer under a share purchase plan);
- (c) the potential effect on the control of the Company;
- (d) the Company's financial position and the likely future capital requirements; and
- (e) advice from the Company's corporate or financial advisors.

Based on the Company's historical cashflow reports and capital raising activities in the past 12 months, the Company considers that it may raise funds during the Listing Rule 7.1A mandate period, although this cannot be guaranteed. As of the date of this Notice, no specific intention to issue equity securities in relation to any parties,

investors or existing Securityholders have been formed. In addition, no intentions have been formed in relation to the possible number of issues, or the time frame in which the issues could be made. Subject to the requirements of the Listing Rules and the Corporations Act, the Board of Directors reserve the right to determine at the time of any issue of equity securities under Listing Rule 7.1A, the allocation policy that the Company will adopt for that issue.

If and when the determination is made to proceed with an issue of equity securities during the Listing Rule 7.1A mandate period, details regarding the allottees and purposes of issue will be disclosed pursuant to the Company's obligations under Listing Rules 3.10.3 and 7.1A.4.

Offers made under Listing Rule 7.1A may be made to parties (excluding any related parties) including professional and sophisticated investors, existing Shareholders of the Company, clients of Australian Financial Service Licence holders and/or their nominees, or any other person to whom the Company is able to make an offer of equity securities.

**Issue or agreement to issue equity securities under Listing Rule 7.1A in the 12 months prior to AGM**

The Company has issued or agreed to issue equity securities under Listing Rule 7.1A.2 in the 12 months preceding the AGM. Details of these issues or agreements to issue are set out in the table below:

Number/Class of equity securities issued	Terms of the securities issued	Price and discount to closing market price on the date of issue (if any) or agreement to issue	Consideration details	Allottees of the Securities
<i>Issued on 12 October 2023</i>				
80,623,866 fully paid ordinary shares	Issue of shares to institutional and other sophisticated investors under a placement announced by the Company on 28 September 2013. The placement was completed by utilising existing capacity under ASX Listing Rule 7.1 and 7.1A  The shares were fully paid on issue and ranked equally in all aspects with all existing fully paid ordinary shares previously issued by the Company.	Issue price of 0.15 cents per share.  Closing market price on the date of issue was 0.15 cents, which represents a discount of 0%.	Cash consideration of \$120,935.80	Institutional and other sophisticated investors
<b>Total equity securities issued or agreed to be issued under Listing Rule 7.1A.2 in the 12 months prior to AGM ("A")</b>			80,623,866	
<b>Percentage that "A" represents based on the total number of equity securities on issue at the commencement of that 12 month period (fully diluted)</b>			7.07%	

This Resolution is a Special Resolution. For a Special Resolution to be passed, at least 75% of the votes validly cast on the resolution by Shareholders (by number of ordinary shares) must be in favour of this Resolution.

**Directors' recommendation**

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

## **Ratification of Prior Issue of Securities**

### **Resolutions 5 and 6 – Ratification of Prior Issue of Placement Shares under ASX Listing Rule 7.1 and 7.1A**

#### **Background**

On 28 September 2023, the Company announced that it had successfully secured firm commitments from institutional, professional and sophisticated investors (**Placement**) to raise \$431,250 (before costs) through the issue of 287,500,000 fully paid ordinary shares (**Placement Shares**). \$421,250 has been received and 280,833,333 shares are issued on 12 October 2023.

As part of the Placement, each Placement Share attaches a 1-for-1 entitlement to Options (1 Option for every 1 Placement Share), exercisable at \$0.004 per Option with an expiry date on 11 December 2026, subject to Shareholder approval which is being sought under Resolution 7 of this Notice of Meeting.

Accordingly, on 12 October 2023, the Company issued 280,833,333 Placement Shares utilising its existing capacity under Listing Rule 7.1 and 7.1A as follows:

- 200,209,467 Shares pursuant to the Company's capacity to issue new Shares under ASX Listing Rule 7.1; and
- 80,623,866 Shares pursuant to the Company's capacity to issue new Shares under ASX Listing Rule 7.1A.

#### **ASX Listing Rule 7.1 and 7.1A**

The Resolutions propose that Shareholders of the Company approve and ratify the prior issue and allotment of 280,833,333 Placement Shares which was issued on 12 October 2023 (**Issue Date**).

All of the Placement Shares were issued by utilising the Company's existing capacity under Listing Rule 7.1 and 7.1A.

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.

At last year's AGM, the Company sought and obtained approval of its Shareholders under Listing Rule 7.1A to increase this 15% limit by an extra 10% to 25%.

The issue of Placement Shares did not fit within any of the exceptions (to Listing Rule 7.1 and 7.1A) and, as it has not been approved by the Company's Shareholders, it effectively uses up part of the expanded 25% limit in Listing Rule 7.1 and 7.1A, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 and 7.1A for the 12 month period following the Issue Date (noting that the extra 10% under Listing Rule 7.1A will expire unless re-approved by the Company's Shareholders on an annual basis).

Listing Rule 7.4 allows the Shareholders of a listed company to approve an issue of equity securities after it has been made or agreed to be made. If they do, the issue is taken to have been approved under Listing Rule 7.1 and so does not reduce the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1.

A note to Listing Rule 7.4 also provides that an issue made in accordance with Listing Rule 7.1A can be approved subsequently under Listing Rule 7.4 and, if it is, the issue will then be excluded from variable "E" in Listing Rule 7.1A.2 (which means that the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1A is not reduced).

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.

To this end, the Resolutions seek Shareholder approval to subsequently approve the issue of Placement Shares for the purposes of Listing Rule 7.4.

If the Resolutions are passed, the issue of Placement Shares will be excluded in calculating the Company's 25% capacity to issue equity securities under Listing Rule 7.1 (15%) and 7.1A (10%) without Shareholder approval over the 12 month period following the Issue Date.

If the Resolutions are not passed, the issue of Placement Shares will be included in calculating the Company's 25% capacity to issue equity securities under Listing Rule 7.1 (15%) and 7.1A (10%) without Shareholder approval over the 12 month period following the Issue Date.

### **Information required by ASX Listing Rule 7.5**

The following information is provided to Shareholders for the purposes of Listing Rule 7.5.

- (a) The Placement Shares were issued to a range of institutional, professional and sophisticated investors introduced to the Company to subscribe for the Placement Shares by its broker Sanlam Private Wealth Pty Ltd.
- (b) The Company issued 287,500,000 Placement Shares under Listing Rule 7.1 and 7.1a as follows:
  - a. 200,209,467 Shares pursuant to the Company's capacity to issue new Shares under ASX Listing Rule 7.1; and
  - b. 80,623,866 Shares pursuant to the Company's capacity to issue new Shares under ASX Listing Rule 7.1A.
- (c) The Placement Shares were fully paid on issue and ranked equally in all aspects with all existing fully paid ordinary shares previously issued by the Company.
- (d) The Placement Shares were issued on 12 October 2023.
- (e) Each of the Placement Shares were issued at an issue price of \$0.0015 (0.15 cents) per Placement Share, which raised a total of \$421,250 (before costs) for the Company.
- (f) Funds raised from the issue of the Shares have been and will be used by the Company for:
  - a. The Company's China-based operations for the sales and distribution of birds' nest products in the China market;
  - b. The Company's joint venture R&D work with Singapore-based Chemokine Yuesheng for the development of products including birds' nest extract tablets infused with Australian honey;
  - c. Suitability and feasibility studies at the Company's Singapore R&D facility with respect to the development, manufacturing, and distribution of seaweed products in Singapore, China and Australia;
  - d. Working capital; and
  - e. Costs of the Placement
- (g) The Placement Shares were not issued under an agreement.

### **Directors' recommendation**

The Board of Directors recommend that Shareholders vote for Resolutions 5 and 6.

## **Issue of Securities**

### **Resolution 7 – Approval of Issue of Placement Options**

#### **Background**

On 28 September 2023, the Company announced that as part of the Placement of 280,833,333 Placement Shares and subject to Shareholder approval, each Placement Share will also have attached a 1-for-1 entitlement to Options (1 Option for every 1 Placement Share), exercisable at \$0.004 per Option with an expiry date of 11 December 2026 (**Placement Options**). As a result, the Company anticipates issuing approximately 280,833,333 Placement Options.

This Resolution seeks Shareholder approval to issue and allot up to 280,833,333 Placement Options (that are intended to be quoted, subject to ASX confirmation), to institutional, professional and sophisticated investors who participated in the Placement announced by the Company on 28 September 2023 (**Placement**).

The effect of this Resolution is for Shareholders to approve the issue of the Placement Options to fall within an exception to ASX Listing Rule 7.1, which will allow the Company to issue these without using the Company's 15% capacity under Listing Rule 7.1.

The full terms of the Placement Options are set out in Annexure A of this Notice of Meeting.

#### **ASX Listing Rule 7.1**

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.

An issue of equity securities that is approved by the Company's Shareholders under Listing Rule 7.1 will not use up the Company's 15% limit and therefore does not reduce the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1.

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

To this end, this Resolution seeks Shareholder approval to approve the issue of the Placement Options under and for the purposes of Listing Rule 7.1.

If this Resolution is passed, the issue of the Placement Options will be excluded in calculating the Company's 15% limit in Listing Rule 7.1 to issue equity securities without Shareholder approval over the 12 month period following the date on which the Placement Options are issued.

If this Resolution is not passed, and the Company proceeds with the issue, the Placement Options will be included in calculating the Company's 15% limit in Listing Rule 7.1 to issue equity securities without Shareholder approval over the 12 month period following the date on which the Placement Options are issued.

#### **Information Required by Listing Rule 7.3**

The following information is provided to Shareholders for the purposes of Listing Rule 7.3:

- (a) The allottees are institutional, professional and sophisticated investors who participated in the Placement announced by the Company on 28 September 2023.
- (b) The maximum number of Placement Options to be issued is 280,833,333.
- (c) The Placement Options are each exercisable at \$0.004 per Option with an expiry date of 11 December 2026. Shares issued on conversion of the Placement Options will rank equally in all aspects with all existing fully paid ordinary shares previously issued by the Company.
- (d) The full terms of the Placement Options are set out in Annexure A of this Notice of Meeting.
- (e) The Placement Options will be issued within 3 months of Shareholder approval being obtained by the Company (or otherwise, as determined by the ASX in the exercise of their discretion).
- (f) The Placement Options will be offered for nil cash consideration.
- (g) The Placement Options are not being issued under an agreement.
- (h) Funds will not be raised from the issue of these Placement Options as the issue forms part of the Placement offer, of which each Placement Share will also have attached a 1-for-1 entitlement to the

Placement Options. However, upon conversion of the Placement Options, the proceeds will be used by the Company for the Company's China-based operations for the sales and distribution of birds' nest products in the China market; the joint venture R&D work with Singapore-based Chemokine Yuesheng for the development of products including birds' nest extract tablets infused with Australian honey; suitability and feasibility studies at the Company's Singapore R&D facility with respect to the development, manufacturing, and distribution of seaweed products in Singapore, China and Australia; and working capital.

#### **Directors' Recommendation**

The Board of Directors recommend Shareholders vote for this Resolution.

## **Resolution 8 – Approval of Issue of Options to Sanlam Private Wealth Pty Ltd**

### **Background**

As announced by the Company on 28 September 2023, the Company signed a capital raising mandate with Sanlam Private Wealth Pty Limited (**Sanlam**) to act as lead manager and corporate advisor to the Placement and to the fundraising via the Convertible Notes.

For acting as Lead Manager and Corporate Advisor to the Placement, the Company agreed to pay Sanlam:

- (a) a fee of 6% of the total funds raised under the Placement and the issue of the Notes;
- (b) a Lead Manager Fee of \$5,000 plus GST; and
- (c) subject to the Company obtaining shareholder approval, 60,000,000 options (Success Options), each exercisable at \$0.004 per option and expiring 11 December 2026.

This Resolution seeks Shareholder approval to issue and allot the Success Options to Sanlam (or its nominee) as part of the fee payable for acting as Lead Manager on the Placement.

The effect of this Resolution is for Shareholders to approve the issue of the Success Options to fall within an exception to ASX Listing Rule 7.1, which will allow the Company to issue these without using the Company's 15% capacity under Listing Rule 7.1.

### **ASX Listing Rule 7.1**

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.

An issue of equity securities that is approved by the Company's Shareholders under Listing Rule 7.1 will not use up the Company's 15% limit and therefore does not reduce the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1.

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

To this end, this Resolution seeks Shareholder approval to approve the issue of the Success Options under and for the purposes of Listing Rule 7.1.

If this Resolution is passed, the issue of the Success Options will be excluded in calculating the Company's 15% limit in Listing Rule 7.1 to issue equity securities without Shareholder approval over the 12 month period following the date on which the Success Options are issued.

If this Resolution is not passed, and the Company proceeds with the issue, the Success Options will be included in calculating the Company's 15% limit in Listing Rule 7.1 to issue equity securities without Shareholder approval over the 12 month period following the date on which the Success Options are issued.

### **Information Required by Listing Rule 7.3**

The following information is provided to Shareholders for the purposes of Listing Rule 7.3:

- (a) The allottee is Sanlam Private Wealth Pty Ltd (or its nominee).
- (b) The maximum number of Success Options to be issued is 60,000,000.

- (c) The Success Options are each exercisable at \$0.004 per option with an expiry date of 11 December 2026. Shares issued on conversion of the Success Options will rank equally in all aspects with all existing fully paid ordinary shares previously issued by the Company.
- (d) The full terms of the Success Options are set out in Annexure A of this Notice of Meeting (the Success Options are issued on the same terms as the Placement Options).
- (e) The Success Options will be issued within 3 months of Shareholder approval being obtained by the Company (or otherwise, as determined by the ASX in the exercise of their discretion).
- (f) The Success Options will be offered for nil cash consideration.
- (g) Funds will not be raised from the issue of these Success Options as the issue is proposed to comprise part of the fee payable for acting as Lead Manager on the Placement and the fundraising via the Notes announced by the Company on 28 September 2023.
- (h) The Success Options are to be issued, subject to shareholder approval, under the Lead Manager Mandate. The material terms of the agreement are as follows:
  - (i) Sanlam to act as exclusive Lead Manager to complete placement and the fundraising via the Notes for the Company;
  - (ii) The placement to raise up to \$800,000 via the issue of ordinary shares in the Company at \$0.0015 per share, with free attaching options on a 1-for-1 basis with each option to have an exercise price of \$0.004 per option and an expiry date of 11 December 2026.
  - (iii) The Company to apply for the options to be listed subject to meeting ASX requirements.
  - (iv) Sanlam shall be entitled to receive a fee of:
    - i. 6% plus GST of the gross proceeds raised under the placement and the issue of the Notes;
    - ii. a Lead Manager Fee of \$5,000 plus GST; and
    - iii. 60,000,000 option on the same terms as the free attaching options

#### **Directors' Recommendation**

The Board of Directors recommend Shareholders vote for this Resolution.

## **Resolution 9 – Approval of Issue of Shares and Attaching Options on conversion of 368,750 Convertible Notes**

### **Background**

As announced to the ASX on 28 September 2023, the Company advised that it has secured commitments from institutional, professional and sophisticated investors, in the amount of \$368,750 (before costs) through the issue of 368,750 convertible notes (**Convertible Notes**) with a face value of \$1.00 per Convertible Note pursuant to the terms and conditions of the Convertible Note Deed Poll dated 28 September 2023 (**CN Deed Poll**).

The key terms of the Convertible Notes as provided for in the CN Deed Poll are summarised at Annexure B to this Notice.

The Company engaged the services of Sanlam Private Wealth Pty Ltd to manage the issue of the Convertible Notes pursuant to the terms and conditions of the capital raising mandate described at the explanatory statement for Resolution 8.

### **Dilution**

The CN Deed Poll provides that the conversion price of the Convertible Notes shall be the lower of:

- (I) 30% discount to the 15 day volume weighted average price of the Company's Shares at the time of conversion; or
- (II) the lowest traded price of the Company's Shares in the 15 days preceding conversion,

subject to a maximum conversion price of \$0.002.

Set out below is a worked example of the number of Share and attaching Options what may be issued on conversion of the Convertible Notes (assuming all 368,750 Convertible Notes are converted into Shares and attaching Options), using the below values as assumed conversion prices:

- (i) A\$0.002 (being the maximum conversion price under the CN Deed Poll);
- (ii) A\$0.0015; and
- (iii) A\$0.001.

The number of Shares and attaching Options to which the noteholder is entitled upon conversion of the Convertible Notes is equal to the outstanding face value of the Notes plus accrued and unpaid interest divided by the applicable conversion price.

#### Shares

Assumed Conversion Price	Number of Shares that may be issued on conversion of Convertible Notes	Current Shares on issue as at the date of this Notice	Dilution effect on existing Shareholders
A\$0.001	368,750,000	1,334,729,781	27.63%
A\$0.0015	245,833,333	1,334,729,781	18.42%
A\$0.002	184,375,000	1,334,729,781	13.81%

#### Options

Assumed Conversion Price	Number of Options that may be issued on conversion of Convertible Notes	Current Options on issue as at the date of this Notice	Dilution effect on existing Shareholders
A\$0.001	368,750,000	454,600,983	81.12%
A\$0.0015	245,833,333	454,600,983	54.08%
A\$0.002	184,375,000	454,600,983	40.56%

Notes for both example tables:

1. Rounded to the nearest whole number.
2. Based on the assumption that all of the Convertible Notes are converted at the same time.
3. There are currently 1,334,729,781 Shares on issue as at the date of this Notice and this table assumes no Options are exercised, no convertible securities are converted (other than the Convertible Notes the subject of this Resolution) and no other additional Shares are issued.
4. There are currently 454,600,983 Options on issue as at the date of this Notice and this table assumes no convertible securities are converted (other than the Convertible Notes the subject of this Resolution) and no other additional Options are issued.
5. 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 and attaching Options to be issued and the dilution percentage to also differ.
6. This table does not include the conversion of any interest.

#### **Listing Rule 7.1 and 7.2 Exception 17**

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.

Listing Rule 7.2 exception 17 excludes from the restrictions in Listing Rules 7.1 an agreement to issue equity securities that is conditional on shareholder approval being obtained.

Where the terms of a convertible security require that conversion is subject to shareholder approval, Listing Rule 7.2 exception 17 applies. If an entity relies on Listing Rule 7.2 exception 17 in this fashion, ASX requires that an entity must not issue the underlying equity securities without first obtaining shareholder approval.

The proposed issue of the Shares and attaching Options on conversion of the Convertible Notes (**Conversion Securities**) falls within Listing Rule 7.2 exception 17. Consequently, the issue of the Conversion Securities requires the approval of Shareholders under Listing Rule 7.1.

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

If Resolution 9 is passed, the Company will be able to proceed with the issue of the Conversion Securities. In addition, the issue of Conversion Securities 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 9 **Error! Reference source not found.** is not passed the Company will not be able to proceed with the issue of the Conversion Securities, the Convertible Notes will cease to be convertible and will become a debt instrument that will need to be repaid by the Company.

#### 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 9:

- (a) the Conversion Securities will be issued to the following institutional, professional and sophisticated investors (or their nominees) (**CN Investors**):

CN Investor Name	No. Convertible Notes
MRS LUYE LI	25,000
MUNCHA CRUNCHA PTY LTD ACN 148 934 089	29,750
MS CHUNYAN NIU	200,000
MR NAVEEN DANDA	40,000
MR DAMIAN CHRISTOPHER NORRIS	15,000
MR RAJIV RAMNARAYAN	39,000
ILWELLA PTY LTD ACN 003 220 371 <NO 2 A/C>	20,000
<b>TOTAL</b>	<b>368,750</b>

- (b) as there is no minimum conversion price for the Convertible Notes, there is no maximum number of Conversion Securities which may be issued to CN Investors on conversion of the Convertible Notes. The number of Conversion Securities to be issued to the CN Investors on Conversion of the Convertible Notes shall be calculated pursuant to the terms and conditions of the CN Deed Poll in the manner described above in the section titled "Dilution";
- (c) the 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 terms and conditions of the attaching Options are set out in Annexure A;
- (e) the Conversion Securities will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) and it is intended that the issue of the Conversion Securities will occur on the same date;
- (f) the Shares issued on conversion of the Conversion Securities will convert at a conversion price determined pursuant to the terms and conditions of the CN Deed Poll in the manner described above in the section titled "Dilution". The deemed issue price of the attaching Options is nil as they are issued free attaching to the Shares on a 1:1 basis.

Other than the funds advanced by the CN Investors, the Company will not receive any other consideration for the issue of the Conversion Securities;

- (g) funds raised from the issue of the Convertible Notes will be used by the Company for the Company's China-based operations for the sales and distribution of birds' nest products in the China market; the joint venture R&D work with Singapore-based Chemokine Yuesheng for the development of products including birds' nest extract tablets infused with Australian honey; suitability and feasibility studies at

the Company's Singapore R&D facility with respect to the development, manufacturing, and distribution of seaweed products in Singapore, China and Australia; and working capital;

- (h) the New Conversion Securities are being issued to satisfy the Company's obligations under the terms of the CN Deed Poll for the benefit of the CN Investors. A summary of the material terms and conditions of the CN Deed Poll is set out in Annexure B;
- (i) the Conversion Securities are not being issued under, or to fund, a reverse takeover; and
- (j) a voting exclusion statement is included in Resolution 9 of this Notice.

**Directors' Recommendation**

The Board of Directors recommend Shareholders vote for this Resolution.

## Resolutions 10 to 12 – Approval of Issue of Shares and Options to Directors of the Company

### Background

Resolutions 10 to 12 seek Shareholder approval to issue and allot an aggregate total of 120,000,000 shares (**Director Placement Shares**) and attaches a 1-for-1 entitlement to Options (1 Option for every 1 Placement Share), exercisable at \$0.004 per Option with an expiry date of 11 December 2026, subject to Shareholder approval (Director Options). The Director Placement Shares and Options are proposed to be issued to each of the current Directors of the Company on the same terms as the Placement.

As Messrs Stephenson, Leonard and Cannavo are current Directors of the Company, the issue of the Director Placement Shares and Options are subject to the Company obtaining Shareholder approval. Resolutions 10 to 12 seek Shareholder approval to issue the Director Placement Shares and Options to Messrs Stephenson, Leonard and Cannavo (or their nominee).

Each of the Directors is proposed to receive the following:

Name	Position	Number of Shares	Number of Options
Paul Stephenson	Non-Executive Director	46,666,667	46,666,667
Frank Cannavo	Executive Director	46,666,667	46,666,667
Matthew Leonard	Executive Director	26,666,666	26,666,666
		Total Shares: 120,000,000	Total Options: 120,000,000

The material terms of the Director Options are as follows:

Terms	Description
Exercise price	A\$0.004 per Option
Expiry date	11 December 2026.
Vesting Conditions	Nil

### Listing Rule 10.11

ASX Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, the Company, as a listed company, must not issue equity securities to persons in a position of influence without Shareholder approval.

A person in a position of influence for the purposes of Listing Rule 10.11 includes:

- (a) a related party;
- (b) a person who is, or was at any time in the 6 months before the issue of agreement, a substantial (30%+) holder in the Company;
- (c) 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;
- (d) an Associate of a person referred to in (a) to (c) above; and
- (e) a person whose relationship with the Company or a person referred to in (a) to (d) above is such that, in the ASX's opinion, the issue or agreement should be approved by Shareholders.

Mr Paul Stephenson, Mr Frank Cannavo and Mr Matthew Leonard are persons in a position of influence for the purposes of Listing Rule 10.11. The proposed issue does not fall within any of the exceptions in Listing Rule 10.12, and therefore requires the approval of the Company's Shareholders under Listing Rule 10.11.

To this end, these Resolutions seek the required Shareholder approval to issue the Director Placement Shares and Options to Mr Paul Stephenson, Mr Frank Cannavo and Mr Matthew Leonard under and for the purposes of Listing Rule 10.11.

If approval is obtained under Listing Rule 10.11, in accordance with Listing Rule 7.2 (exception 14), separate approval is not required under Listing Rule 7.1.

If these Resolutions are passed, the Company will be able to proceed with the proposed issue and, in accordance with Listing Rule 7.2 (exception 14), separate approval is not required under Listing Rule 7.1 and the issuance will not be made within the Company's 15% capacity.

If these Resolutions are not passed, the Company will not be able to proceed with the proposed issue of Director Placement Shares and Options.

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

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

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

The proposed issue of Director Placement Shares and Options under Resolutions 10 to 12 (which is a type of equity security, for the purposes of the Chapter 2E of the Corporations Act) constitutes the giving of a financial benefit.

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

As Paul Stephenson, Frank Cannavo, and Matthew Leonard are current Directors of the Company, they are each considered "related parties" of the Company.

The non-conflicted Directors of the Company carefully considered the proposed issue of these Director Placement Shares to Messrs Paul Stephenson, Frank Cannavo, and Matthew Leonard and formed the view that the giving of this financial benefit to Mr Ryan is on arm's length terms, as the securities are proposed to be issued on the same terms as offered to non-related parties of the Company at the time of the Capital Raising.

Accordingly, the non-conflicted Directors of the Company believe that the proposed issue of these Director Placement Shares to Paul Stephenson, Frank Cannavo, and Matthew Leonard fall within the "arm's length terms" exception as set out in section 210 of the Corporations Act, and the Company relies on this exception from the requirement to obtain Shareholder approval under Chapter 2E of the Corporations Act for the issue of the Director Placement Shares.

### **Information required by ASX Listing Rule 10.13**

The following information in relation to the issue of the Director Placement Shares and Options is provided to Shareholders for the purposes of ASX Listing Rule 10.13:

- (a) The related parties are as follows:
  - (i) Resolution 10: Paul Stephenson, Non-Executive Director
  - (ii) Resolution 11: Frank Cannavo, Executive Director
  - (iii) Resolution 12: Matthew Leonard, Executive Director
- (b) The maximum number of Director Placement Shares to be issued to each Director (or their nominee) is as follows:
  - (i) Resolution 10: Paul Stephenson: 46,666,667
  - (ii) Resolution 11: Frank Cannavo: 46,666,667
  - (iii) Resolution 12: Matthew Leonard: 26,666,666
- (c) The maximum number of Director Options to be issued to each Director (or their nominee) is as follows:
  - (i) Resolution 10: Paul Stephenson: 46,666,667

(ii) Resolution 11: Frank Cannavo: 46,666,667

(iii) Resolution 12: Matthew Leonard: 26,666,666

- (d) The Shares will be fully paid on issue and rank equally in all aspects with all existing fully paid ordinary shares previously issued by the Company.
- (e) The terms of the Director Options are identical to the Placement Options terms as set out in Annexure A of this Notice of Meeting.
- (f) The Director Placement Shares and Options will be issued within 1 month of Shareholder approval being obtained by the Company (or otherwise, as determined by the ASX in the exercise of their discretion).
- (g) The Director Placement Shares will be issued at an issue price of \$0.0015 (0.15 cents) per Director Placement Share.
- (h) The Director Options will be offered for nil cash consideration.
- (i) Funds raised from the issue of these Director Placement Shares will be used by the Company for the Company's China-based operations for the sales and distribution of birds' nest products in the China market; the joint venture R&D work with Singapore-based Chemokine Yuesheng for the development of products including birds' nest extract tablets infused with Australian honey; suitability and feasibility studies at the Company's Singapore R&D facility with respect to the development, manufacturing, and distribution of seaweed products in Singapore, China and Australia; and working capital.
- (j) The current total remuneration packages received by the relevant Directors under Resolutions 10 to 12 are as follows

Director	Remuneration (\$) for Financial Year ended 30 June 2023 <sup>(1)</sup>	Remuneration package (\$) Financial Year ended 30 June 2024 (Expected) <sup>(1,2,3)</sup>
Paul Stephenson	\$180,863	\$90,000-\$120,000
Frank Cannavo	\$188,590	\$120,000
Matthew Leonard	\$115,425	\$120,000

Notes

1. Remuneration includes both cash and non-cash remuneration as stated in the Company's Annual Report to Shareholders released to ASX 29 September 2023.
  2. The proposed total remuneration packages for each of the directors for the period 1 July 2023 to 30 June 2024 are approximations and remain subject to change.
  3. Excluding superannuation, bonuses, termination benefits and any director incentive options.
- (k) Based on a Black-Scholes model valuation considering the share price on 03 October 2023, being A\$0.001 each, a risk free rate of 3.8% and a volatility of 78.5%, the value of the Director Options has been assessed to be A\$0.00021 per option.

Director	Value of Options
Paul Stephenson	A\$9,800
Frank Cannavo	A\$9,800
Matthew Leonard	A\$5,600

## Resolution 13 – Approval of Issue of Shares

### Background:

This Resolution seeks Shareholder approval to issue and allot 100,000,000 ordinary shares to the vendors of Foshan Gedishi Biotechnology Co Ltd.

The effect of this Resolution is for Shareholders to approve the issue of these 100,000,000 ordinary shares to fall within an exception to ASX Listing Rule 7.1, which will allow the Company to issue these without using the Company's 15% capacity under Listing Rule 7.1.

As announced on 20 September 2023, BP8 entered into a legally binding terms sheet for the acquisition of China-based Foshan Gedishi Biotechnology Co Ltd (**Foshan**) which operated the birds' nest pilot study with BP8's two joint venture partners (**Terms Sheet**).

Pursuant to the Terms Sheet:

- 1) BP8 will acquire 100% shares in Foshan.
- 2) The existing shareholders of Foshan (**'Foshan Vendors'**) will be issued 100,000,000 ordinary shares in BP8 in consideration for the sale of their shares in Foshan.
- 3) The Foshan Vendors will continue to be engaged by Foshan to drive the sales and marketing efforts in China pursuant to new executive employment agreements.
- 4) As part of their employment, the Foshan Vendors shall be entitled to performance-based bonuses over the next 3 years based on the financial performance of Foshan's birds nest business.
- 5) Following completion of the transaction, BP8 will provide funding to Foshan through an inter-company loan of A\$800,000 by way of instalments over a 7-month period with such funds to be spent on stock purchasing, marketing activities and commercialisation initiatives.
- 6) Completion of the transaction is subject to the following conditions precedent (which are for the sole benefit of BP8):
  - BP8 completing satisfactory due diligence on Foshan.
  - The parties executing any documents required under China law for the transactions.
  - The shares being acquired by BP8 in Foshan are free of all encumbrances and any third party rights.
  - Any requisite Australian regulatory, ASX and shareholder approvals for the transaction being obtained by BP8.
  - Any requisite China regulatory approvals for the transaction being obtained.
  - The Foshan Vendors entering into Executive Employment Agreements with Foshan.
  - The sales and distribution agreements with China Tobacco being renewed for a period beyond 31 December 2023.
  - The Foshan Vendors confirming Foshan's ownership of its brand trademarks used in the pilot study.
  - Any other conditions precedent considered appropriate and necessary based on BP8's due diligence enquiries during the due diligence period.
- 7) The joint venture partners and Foshan have given exclusive undertakings to BP8 for the period from the execution of the Terms Sheet until completion of the transaction or termination of the Terms Sheet.

It is anticipated that BP8 will complete the acquisition of Foshan within 2 business days following BP8's AGM in November 2023.

### ASX Listing Rule 7.1

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.

An issue of equity securities that is approved by the Company's Shareholders under Listing Rule 7.1 will not use up the Company's 15% limit and therefore does not reduce the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1.

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

To this end, this Resolution seeks Shareholder approval to approve the issue of the 100,000,000 ordinary shares under and for the purposes of Listing Rule 7.1.

If this Resolution is passed, the issue of the 100,000,000 ordinary shares will be excluded in calculating the Company's 15% limit in Listing Rule 7.1 to issue equity securities without Shareholder approval over the 12 month period following the date on which the ordinary shares are issued.

If this Resolution is not passed, and the Company proceeds with the issue, the ordinary shares will be included in calculating the Company's 15% limit in Listing Rule 7.1 to issue equity securities without Shareholder approval over the 12 month period following the date on which the ordinary shares are issued.

In summation, the resolution is to be the approval of issue of 100,000,000 ordinary shares to the vendors of the shares in Foshan for the purposes of ASX LR 7.1.

### **Information Required by Listing Rule 7.3**

The following information is provided to Shareholders for the purposes of Listing Rule 7.3:

- (a) The Vendors names are Mr Fen Zhang and Ms Jingwen Liang (Vendors).
- (b) The maximum number of ordinary shares to be issued is 100,000,000 (which will be apportioned as determined by the Foshan Vendors).
- (c) The Shares will be fully paid on issue and rank equally in all aspects with all existing fully paid ordinary shares previously issued by the Company.
- (d) These ordinary shares will be issued by within 3 months of Shareholder approval being obtained by the Company (or otherwise, as determined by the ASX in the exercise of their discretion).
- (e) The ordinary shares will be offered for nil cash consideration.
- (f) Funds will not be raised from the issue of these ordinary shares as the issue is proposed to be made for the acquisition of Foshan.
- (g) The ordinary shares will be issued under an agreement between the vendors and the Company. The material terms of the agreement are set out in the announcement made to the market on 20 September 2023.

### **Directors' Recommendation**

The Board of Directors recommend Shareholders vote for this Resolution.

## **Appointment of Auditor**

### **Resolution 14– Appointment of Auditor**

Subject to the consent of the Australian Securities & Investments Commission (ASIC) to the resignation of HLB Mann Judd Assurance (NSW) Pty Ltd, and pursuant to section 327C(1) of the Corporations Act, HLB Mann Judd (VIC Partnership) ABN 20 696 861 713 is proposed to be appointed as auditor of the Company to fulfil a casual vacancy.

Under section 327C(2) of the Corporations Act, an auditor who has been appointed under section 327C(1) of the Corporations Act only holds office until the company's next annual general meeting. The Company is required to appoint an auditor to fill any vacancy at each annual general meeting (after its first annual general meeting) pursuant to section 327B(1) of the Corporations Act.

Pursuant to section 328B of the Corporations Act, the Company received a valid notice of nomination which nominated HLB Mann Judd (VIC Partnership) ABN 20 696 861 713 to be appointed as the new auditor of the Company. A copy of the notice of nomination is set out in **Annexure C** of this Notice of Meeting.

Subject to the Company receiving all necessary approvals from ASIC and shareholder approval at the Meeting, HLB Mann Judd (VIC Partnership) has been nominated and selected to become the new auditor of the Company.

HLB Mann Judd (VIC Partnership) has provided the Company its written consent to act as auditor of the Company for the purposes of section 327B of the Corporations Act, subject to the consent of ASIC to the resignation of HLB Mann Judd Assurance (NSW) Pty Ltd. As at the date of this Notice of Meeting, HLB Mann Judd (VIC Partnership) has not withdrawn its consent.

As a consequence, the Company has requested HLB Mann Judd Assurance (NSW) Pty Ltd to apply to ASIC under subsection 329(5) of the Corporations Act for ASIC's consent to resign as auditor of the Company with effect from the day on which ASIC gives its consent to the resignation, or on the day (if any) fixed by ASIC for the purpose.

As the auditor cannot resign without ASIC's consent, Resolution 14 is conditional on ASIC's consent. If ASIC does not grant its consent, HLB Mann Judd Assurance (NSW) Pty Ltd will continue to hold office as the Company's auditor.

Accordingly, under this Resolution, Shareholder approval is being sought to appoint HLB Mann Judd (VIC Partnership) as the auditor of the Company, upon the resignation of HLB Mann Judd Assurance (NSW) Pty Ltd. Resolution 14 is conditional on HLB Mann Judd Assurance (NSW) Pty Ltd receiving ASIC's consent to its resignation as the Company's auditor, and subject to that consent being granted, HLB Mann Judd (VIC Partnership)'s appointment will either take effect from the close of the meeting (if consent has been provided prior to the meeting) or such later date as ASIC consents to the resignation of the previous auditor

#### **Directors' recommendation**

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

## **Conditional Item**

### **Resolution 15 – Board Spill Meeting (Conditional Item)**

#### **Background**

At last year's Annual General Meeting, more than 25% of the votes cast on the resolution to adopt the Remuneration Report were against adopting the report and the Company received a "first strike".

Resolution 15 is a conditional resolution and will only be put to the 2023 Annual General Meeting if at least 25% of the votes cast on Resolution 1 are cast against the adoption of the Remuneration Report for the financial year ended 30 June 2023. If less than 25% of the votes are cast against adopting the Remuneration Report, then there will be no "second strike" and Resolution 15 will not be put to the 2023 Annual General Meeting.

If Resolution 15 is put, the Board Spill Meeting Resolution will be considered as an Ordinary Resolution. This Resolution is in accordance with section 250V of the Corporations Act. If the Spill Resolution is put to the 2023 Annual General Meeting and passed, an extraordinary meeting of shareholders (known as a 'Spill Meeting') will be held within 90 days of that resolution being passed at the Annual General Meeting in order to consider the composition of the Board. In the event a Spill Meeting is required, a separate notice of meeting will be distributed to Shareholders with details about those persons that will seek election as Directors of the Company at the Spill Meeting.

At the Spill Meeting, all of the Directors who were in office when the Board resolution to approve the Company's 2023 Directors' Report was passed, will cease to hold office at the conclusion of the Spill Meeting unless they are willing to stand for re-election and are re-elected at the Spill Meeting.

The Directors who were in office when the Board resolution to approve the 2023 Directors' Report was passed and that would be required to stand for re-election at the Spill Meeting are Messrs. Paul Stephenson, Huanqing Gu, Frank Cannavo, Matthew Leonard and Yanhua Huang.

Subject to Messrs Huang and Gu being re-elected under Resolutions 2 and 3 they will still be required to vacate office and stand for re-election at the Spill Meeting if Resolution 15 is passed. If any additional Directors were to be appointed before the Spill Meeting, they would not need to stand for election at the Spill Meeting to remain in office. The Company notes that the Corporations Act contains provision which will ensure that the Company has at least 3 directors following the Spill Meeting.

The Directors listed above are those who held office on 29 September 2023 when the Directors' Report (including the Remuneration report) for the year ended 30 June 2023 was approved.

The Board considers the following factors to be relevant to a Shareholder's decision on how to vote on this Item:

- The Board's response to the first strike received at the 2022 Annual General Meeting, which is set out in the 2023 Annual Report;
- Loss of Directors' leadership, skills and knowledge – the Company has benefited from the clear focus and leadership the Board has provided to the business. There is no assurance that the current Non-Executive Directors would stand for re-election or be re-elected at the Spill Meeting. This creates significant risk that the governance of the Company would be disrupted and creates a real challenge to engage new Directors with the skills and knowledge expected of members of the Board;
- Disruption to the Company – if the Spill Resolution is passed, this will create additional costs, instability in leadership and potentially negatively impact the Company's ability to implement its short term strategic objectives. The Board has been integral in overseeing this strategy.

#### **Directors' Recommendation**

The Board of Directors recommend Shareholders vote **AGAINST** this Resolution.

## **Enquiries**

Shareholders are asked to contact the Company Secretary on +61 2 8072 1400 if they have any queries in respect of the matters set out in these documents.

# Glossary

**AEDT** means Australian Eastern Daylight Time as observed in Sydney, New South Wales.

**Annual Financial Report** means the 2023 Annual Report to Shareholders for the period ended 30 June 2023 as lodged by the Company with ASX on 29 September 2023.

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

**ASIC** means Australian Securities and Investment Commission.

**Associate** has the meaning given to it by the ASX Listing Rules.

**ASX** means ASX Limited ACN 008 624 691 or the financial market operated by it, as the context requires, of 20 Bridge Street, Sydney, NSW 2000.

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

**Auditor's Report** means the auditor's report of HLB Mann Judd Assurance (NSW) Pty Ltd dated 29 September 2023 as included in the Annual Financial Report.

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

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

**Chair** means the person chairing the Meeting.

**Closely Related Party** of a member of the KMP means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependant of the member or of the member's spouse;
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealings with the Company;
- (e) a company the member controls; or
- (f) a person prescribed by the *Corporation Regulations 2001* (Cth).

**Company** means BPH Global Ltd ACN 009 104 330.

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

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

**Director** means a current director of the Company.

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

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

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

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

**Notice of Meeting** or **Notice of Annual General Meeting** means this notice of annual general meeting dated 20 October 2023 including the Explanatory Statement.

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

## **Ordinary Resolution**

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

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

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

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

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

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

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

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

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

**Share Registry** means Automic Pty Ltd.

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

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

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

**Trading Day** has the meaning given to that term in ASX Listing Rule 19.12.

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

## Annexure A – Placement Options Terms

An Option entitles the holder to subscribe for an ordinary share (**Share**) in BPH Global Limited (ACN 009 104 330) (**Company**) on the terms and conditions set out below.

**(a) Entitlement**

Each Option entitles the holder to subscribe for one Share upon exercise of the Option.

**(b) Expiry Date**

Each Option will expire at 5.00pm (Sydney Time) on 11 December 2026

**(c) Exercise Price**

Each Option will have an exercise price of \$0.004 (**Exercise Price**).

**(d) Exercise period and lapsing**

Subject to clause (i), Options may be exercised at any time after the date of issue and prior to the Expiry Date. After this time, any unexercised Options will automatically lapse.

**(e) Exercise Notice and payment**

Options may be exercised by notice in writing to the Company (**Exercise Notice**) together with payment to the Company of the Exercise Price for each Option being exercised. Any Exercise Notice for an Option received by the Company will be deemed to be a notice of the exercise of that Option as at the date of receipt. Cheques paid in connection with the exercise of Options must be in Australian currency, made payable to the Company and crossed "Not Negotiable".

**(f) Shares issued on exercise**

Shares issued on exercise of Options will rank equally in all respects with then existing fully paid ordinary shares in the Company.

**(g) Quotation of Shares**

Provided that the Company is quoted on the official list of ASX Limited at the time, application will be made by the Company to ASX Limited for quotation of the Shares issued pursuant to the exercise of the Options.

**(h) Timing of issue of Shares**

Subject to clause (i), within 5 business days after receipt of an Exercise Notice the Company will allot and issue the Shares pursuant to the exercise of the Options. The Company makes no representation that the Shares will be freely tradeable upon issue and the holder acknowledges that the Shares may be subject to the on-sale restrictions contained in sections 706 and 707 of the *Corporations Act 2001 (Cth)* (**Corporations Act**). In these circumstances, the holder agrees not to trade the Shares for so long as the Shares are subject to such restrictions.

**(i) Shareholder and regulatory approvals**

(i) Notwithstanding any other provision of these terms and conditions, exercise of Options into Shares will be subject to the Company obtaining all required (if any) Shareholder and regulatory approvals for the purpose of issuing the Shares to the holder.

(ii) If exercise of the Options would result in any person being in contravention of section 606 of the Corporations Act then the exercise of each Option that would cause the contravention will be deferred until such time or times that the exercise would not result in a contravention of section 606 of the Corporations Act.

(iii) Holders must give notification to the Company in writing if they consider that the exercise of the Options may result in the contravention of section 606 of the Corporations Act, failing which the Company will be entitled to assume that the exercise of the Options will not result in any person being in contravention of section 606 of the Corporations Act.

**(j) Participation in new issues**

There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options.

However, the Company will ensure that for the purposes of determining entitlements to any such issue, the record date will be at least four business days after the issue is announced. This is intended to give the holders of Options the opportunity to exercise their Options prior to the announced record date for determining entitlements to participate in any such issue.

**(k) Adjustment for bonus issues of Shares**

(i) If the Company makes a bonus issue of Shares or other securities to existing Shareholders (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment):

(ii) the number of Shares which must be issued on the exercise of an Option will be increased by the number of Shares which the holder would have received if the holder had exercised the Option before the record date for the bonus issue; and

(iii) no change will be made to the Exercise Price.

**(l) Adjustment for rights issue**

If the Company makes an issue of Shares pro rata to existing Shareholders there will be no adjustment to the Exercise Price.

**(m) Adjustments for reorganisation**

If there is any reconstruction of the issued share capital of the Company, the rights of the holders may be varied to comply with the Listing Rules which apply to the reconstruction at the time of the reconstruction.

**(n) Quotation of Options**

The Company does not intend to apply for quotation of the Options to ASX.

**(o) Transferability**

The Options are transferable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.

## Annexure B – Convertible Note Deed Poll Terms

The key terms of the Convertible Notes issued pursuant to the Convertible Note Deed Poll executed by the Company and dated 28 September 2023 are summarised below:

- (a) Each Convertible Note (**Note**) has a face value of \$1.00.
- (b) A coupon of 12% per annum accruing daily and capitalising on the face value of the Notes.
- (c) The Notes shall have a term of eighteen (18) months from date of issue.
- (d) Notes may be converted by the Noteholder at any time up the maturity date.
- (e) The conversion price is the lower of:
  - 30% discount to the 15 day VWAP of the Company's Shares at the time of conversion; or
  - The lowest traded price of Company's Shares in the 15 days preceding conversion, subject to a maximum conversion price of \$0.002.
- (f) The number of Shares to which the Noteholder is entitled upon conversion of the Notes is equal to the outstanding face value of the Notes the subject of the conversion (plus accrued and unpaid interest) divided by the conversion price.
- (g) For each Share issued on conversion of the Notes, the noteholder will be issued a free attaching Option (on a 1:1 entitlement basis) on the same terms as the Placement Options described at Annexure A to this Notice.
- (h) The Company may elect to redeem the Notes during the term by paying to the Noteholder the face value plus the accrued interest (coupon) on the Notes.
- (i) The conversion rights attaching to the Notes are subject to and conditional upon Company obtaining shareholder approval and complying with its disclosure requirements under the *Corporations Act 2001* (Cth) in connection with the issuance of the conversion Shares and Options.
- (j) If the Notes have not been converted or redeemed by the maturity date, the Notes shall be automatically converted at the conversion price applicable at the relevant time (subject to the Company obtaining shareholder approval).

## Annexure C - Notice of Nomination of Auditor

17 October 2023

To: The Company Secretary  
BPH Global Ltd  
ACN 009 104 330  
Level 5, 126 Phillip Street  
Sydney, NSW, 2000

### Re: Nomination of Auditor

For the purposes of section 328B(1) of the *Corporations Act 2001* (Cth), I, Paul Stephenson (as director of Atidim Investment Ltd) being a member of BPH Global Ltd ACN 009 104 330 (**Company**) hereby nominate HLB Mann Judd (VIC Partnership) ABN 20 696 861 713 of Level 9, 550 Bourke Street, Melbourne VIC 3000 for appointment as auditor of the Company.

Yours sincerely



Paul Stephenson

# Proxy Voting Form

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

BPH Global Ltd | ABN 57 009 104 330

Your proxy voting instruction must be received by **04.00pm (AEDT) on Sunday, 19 November 2023**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

## SUBMIT YOUR PROXY

Complete the form overleaf in accordance with the instructions set out below.

### YOUR NAME AND ADDRESS

The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: <https://investor.automic.com.au/#/home> Shareholders sponsored by a broker should advise their broker of any changes.

### STEP 1 – APPOINT A PROXY

If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chair of the Meeting will be appointed as your proxy by default.

### DEFAULT TO THE CHAIR OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chair of the Meeting, who is required to vote these proxies as directed. Any undirected proxies that default to the Chair of the Meeting will be voted according to the instructions set out in this Proxy Voting Form, including where the Resolutions are connected directly or indirectly with the remuneration of KMP.

### STEP 2 - VOTES ON ITEMS OF BUSINESS

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

### APPOINTMENT OF SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

### SIGNING INSTRUCTIONS

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

**Joint holding:** Where the holding is in more than one name, all Shareholders should sign.

**Power of attorney:** If you have not already lodged the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Voting Form when you return it.

**Companies:** To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

**Email Address:** Please provide your email address in the space provided.

**By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.**

### CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at <https://automic.com.au>.

### Lodging your Proxy Voting Form:

#### Online

Use your computer or smartphone to appoint a proxy at <https://investor.automic.com.au/#/loginsah> or scan the QR code below using your smartphone

**Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting Form.**



#### BY MAIL:

Automic  
GPO Box 5193  
Sydney NSW 2001

#### IN PERSON:

Automic  
Level 5, 126 Phillip Street  
Sydney NSW 2000

#### BY EMAIL:

[meetings@automicgroup.com.au](mailto:meetings@automicgroup.com.au)

#### BY FACSIMILE:

+61 2 8583 3040

#### All enquiries to Automic:

##### WEBSITE:

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

##### PHONE:

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

