

3 May 2022

The Manager Companies  
 ASX Limited  
 20 Bridge Street  
 Sydney NSW 2000

(4 pages by email)

Dear Madam,

### RESULTS OF EXTRAORDINARY GENERAL MEETING

I advise that the resolution put to shareholders at today's Extraordinary General Meeting of Members as set out in the attached document was passed and decided by way of a poll.

The following information is provided in accordance with section 251AA(2) of the Corporations Act 2001 (Cth) and ASX Listing Rule 3.13.2.

Resolution Description	Manner in which the securityholder directed the proxy vote (as at proxy close):				Manner in which votes were cast in person or by proxy on a poll (where applicable):			
	For	Against	Open	Abstain*	For	Against	Abstain*	
1. Approval of the proposed issue of the Shanghai Decent Shares	1,276,812,733	25,818,907	1,292,985	496,291,860	1,278,105,718 (98.02%)	25,818,907 (1.98%)	496,291,860	Passed on a poll
2. Ratification of the issue of 108,122,223 Shares to institutional and sophisticated investors	1,552,171,512	2,123,490	1,300,160	244,621,323	1,555,595,162 (99.86%)	2,123,490 (0.14%)	244,621,323	Passed on a poll

\* Note that votes relating to a person who abstains on an item are not counted in determining whether or not the required majority of votes were cast for or against that item.

Yours sincerely



Richard Edwards  
 Company Secretary

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## NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that an Extraordinary General Meeting ('EGM') of members is to be convened at Level 2, 66 Hunter Street, Sydney, NSW or via Zoom webcast, on Tuesday 3 May 2022 at 11.00 am (Sydney Time).

**Please note that due to the ongoing restrictions due to COVID-19, all resolutions will be decided based on proxy votes. Shareholders will be able to attend the EGM virtually via a live Zoom webcast which will include a facility for Shareholders to ask questions in relations to the business of the meeting.**

**Zoom webcast details:**

**Zoom Meeting ID – 970 7451 5901**

**Password – 824314**

**or access at**

<https://zoom.us/j/97074515901?pwd=MGFtRk50YmV5VzFhL3FWQUNBcjRXQT09>

The Explanatory Memorandum and Independent Expert's Report provides additional information on matters to be considered at the EGM.

The Directors have determined pursuant to regulations 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered as Shareholders on Sunday 1 May 2022 at 7.00 pm (Sydney Time).

Terms and abbreviations used in the Notice and the Explanatory Memorandum will, unless the context requires otherwise, have the meaning given to them in the Glossary.

ASX takes no responsibility for the contents of this Notice or the Explanatory Memorandum.

### AGENDA

#### BUSINESS

To consider and, if thought fit, pass the following Resolutions, with or without amendment:

#### **Ordinary Resolution 1. Approval of the proposed issue of the Shanghai Decent Shares**

*That, for the purposes of item 7 of section 611 of the Corporations Act, for Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of 108,122,223 fully paid ordinary shares in the Company in accordance with the terms and conditions set out in the Explanatory Memorandum, to Shanghai Decent (or its nominee) ('Shanghai Decent Shares'), as a result of which Shanghai Decent's relevant interest in the Company's shares shall increase to a maximum of 21.15%.*

*The Independent Expert Report prepared by Lonergan Edwards & Associates Limited has concluded that the proposed issue of the Shanghai Decent Shares under this Resolution 1 is not fair but reasonable. Shareholders are referred to the report attached to the Explanatory Memorandum.*

### **Voting Exclusion Statement**

The Company will disregard any votes cast in favour of this Resolution 1 by or on behalf of:

- Shanghai Decent (and any nominee) or any associate of that person or those persons; and
- any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company).

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

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

### **Voting Prohibition**

In accordance with item 7 of section 611 of the Corporations Act, Shanghai Decent (and any nominee) and any associates of that person or those persons are excluded from voting in favour of Resolution 1 and the Company will disregard any votes cast in favour of Resolution 1 by Shanghai Decent (and any nominee) and any associates of that person or those persons.

## **Ordinary Resolution 2. Ratification of the issue of 108,122,223 Shares to institutional and sophisticated investors**

*'That pursuant to and in accordance with Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 108,122,223 Shares to institutional and sophisticated investors on 15 February 2022, on the terms and conditions in the Explanatory Memorandum.'*

### **Voting Exclusion**

The Company will disregard any votes cast in favour of this Resolution 2 by or on behalf of:

- any person who participated in the issue; or
- an associate of any person who participated in the issue.

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

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

**By order of the Board**

A handwritten signature in black ink, appearing to read 'R Edwards', is enclosed within a thin black rectangular border.

**Richard Edwards**  
**Company Secretary**

24 March 2022