

# ACTCELERATE INTERNATIONAL GROUP LTD.

ARBN 621 882 424

## Notice of Annual General Meeting

The Annual General Meeting of the Company will be held at the offices of PE Group Holding, Menara Oval Damansara, Unit 1-2, Taman Tun Dr Ismail, 60000 Kuala Lumpur, Malaysia on Friday 24 July 2020 at 11am (WST).

This notice of annual general meeting should be read in its entirety. If Shareholders are in any doubt as to how they should vote, they should seek advice from their professional advisor prior to voting.

Please contact the Company Secretary on (+61 8) 9486 4036 if you wish to discuss any matter concerning the Meeting.

**Actcelerate International Group Ltd.**  
**ARBN 621 882 424**

**Notice of Annual General Meeting**

Notice is hereby given that the Annual General Meeting of the Shareholders of Actcelerate International Group Ltd will be held at the offices of PE Group Holding, Menara Oval Damansara, Unit 1-2, Taman Tun Dr Ismail, 60000 Kuala Lumpur, Malaysia on Friday, 24 July 2020 at 11 am (Western Standard Time) (**Meeting**). In response to the Covid-19 pandemic, and subject to the latest government restrictions and public health laws, the Company intends to hold the Meeting virtually (**Virtual Meeting**).

The Chairman may adjourn the Meeting if required by public health laws. For that reason, Shareholders wishing to attend the Meeting are encouraged to do so by electronic means.

The Board encourages Shareholders to monitor the NSX and the Company's website for any updates in relation to the Meeting that may be provided. In the meantime, the Board encourages Shareholders to submit their proxies as early as possible, even if they intend to attend the Virtual Meeting, as the situation may change.

The Explanatory Memorandum to this Notice of Meeting provides additional information on matters to be considered at the Meeting. The Explanatory Memorandum and Proxy Form form part of this Notice of Meeting.

The Directors have determined that the persons eligible to vote at the Meeting are those who are registered as Shareholders at 11am (WST) on 22 July 2020.

Any Shareholder entitled to attend and vote at the Meeting is also entitled to appoint one or more proxies (who need not also be a Shareholder) to attend and vote instead of such Shareholder. To be effective, a validly executed proxy form must be received by the Company not less than 48 hours prior to commencement of the Meeting, being 11am (WST) on 22 July 2020, in accordance with the instructions set out in the Explanatory Memorandum.

Terms and abbreviations used in this Notice and Explanatory Memorandum are defined in Schedule 1 of the Explanatory Memorandum.

## TIME AND PLACE OF MEETING AND HOW TO VOTE

### VENUE

The Directors have determined that as most Shareholders reside in Malaysia, the most convenient time and place to hold the Meeting is in Malaysia.

In light of the evolving COVID-19 pandemic and the Malaysian Government's public health laws and restrictions on public gatherings in place at the date of this Notice of Meeting, the Directors have made a decision that there will not be a physical meeting where Shareholders can attend in person. Shareholders are therefore strongly urged to either lodge a proxy as soon as practicable or attend the Meeting via the Virtual Meeting Facility (see below).

The current situation is evolving and the Malaysian Government may change current restrictions or implement further measures relating to the holding of general meetings during the affected period. The Company will make any further announcement(s) that may be required by way of an announcement on NSX and the Company's website.

### YOUR VOTE IS IMPORTANT

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

### VOTING AND PARTICIPATING IN THE MEETING BY VIRTUAL MEETING FACILITY

#### Virtual Meeting Facility

Shareholders who wish to participate in the General Meeting to be held on **24 July 2020 at 11 am (WST time)** may do so by dialling into the virtual meeting facility (**Virtual Meeting Facility**).

To dial into the Zoom Virtual Meeting Facility please follow the below steps:

- Copy the following link to your web browser:  
<https://zoom.us/j/2659187498?pwd=emxWT1FuRFluTEc4cFFubktrdXNJQT09Meetin g ID: 265-918-7498>.
- Password: 555555.
- One tap mobile:
  - Australia: +61 8 7150 1149; +61 2 8015 6011; +61 3 7018 2005
  - Malaysia: + +60 3 9212 1727; +60 3 3099 2229
  - Singapore: +65 3165 1065; +65 3158 7288

The Company appreciates the understanding of its Shareholders during this difficult situation due to the COVID-19 pandemic.

Shareholders who attend the Meeting virtually will be able to watch, listen, submit written questions and participate in all poll votes put to the Meeting.

Shareholders who intend to participate and vote on a poll at the Meeting must contact the Company at [dan.smith@minervacorporate.com.au](mailto:dan.smith@minervacorporate.com.au) notifying the Company that you intend to participate and vote on a poll at the Meeting by emailing the Company a poll form. You will also need to register and access the Meeting by videoconference to follow the meeting and

timing of the poll as set out above. After receiving such notice and after 11.30 am (WST time) on the day of the Meeting, the Company will send you a personalised poll form. The personalised poll form must be completed and returned to the Company after the poll has been called and prior to the close of polling. During the Meeting, the Chairman will notify you when and how you are able to complete and return the personalised poll form. The results of the Meeting are then expected to be announced on NSX later that day.

### **Asking Questions at the Meeting**

The Virtual Meeting Facility will include the ability for Shareholders to ask questions in relation to the business of the Meeting.

Shareholders are also invited to submit questions in advance of the Meeting. You may send questions in writing to the share registry at the address set out on the proxy form or email your questions to the Company Secretary at: dan.smith@minervacorporate.com.au.

Please ensure that your questions are received no later than 11.00 am (WST time) on 22 July 2020.

Further information and support on how to use the Virtual Meeting Facility is available on the Company's website.

### **VOTING IN PERSON**

In light of the status of the evolving COVID-19 situation and Malaysian Government restrictions on public gatherings in place at the date of this Notice of Meeting, the Directors have made a decision that there will not be a physical meeting where Shareholders can attend in person.

**Accordingly, the Directors strongly encourage all Shareholders to either lodge a directed proxy form or vote online prior to the Meeting.** Shareholders who attend the Meeting virtually will be able to watch, listen, submit written questions and participate in all poll votes put to the Meeting.

### **VOTING BY PROXY**

Shareholders are strongly urged to appoint the Chairman of the Meeting as their proxy. Shareholders can complete the proxy form to provide specific instructions on how a Shareholder's vote is to be cast on each item of business, and the Chairman of the Meeting must follow your instructions.

## Agenda

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### ANNUAL REPORT

To receive and consider the financial statements of the Company and the reports of the Directors and Auditors for the financial year ended 31 December 2019.

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### RESOLUTION 1 - RE-ELECTION OF DIRECTOR - MOHD AZMI MOHD LILA

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

*“That, for the purpose of article 29.3(a) of the Articles of the Company and NSX Listing Rule 6.47, Mohd Azmi Mohd Lila, who retires pursuant to and in accordance with article 29.3(b)(ii) of the Articles of the Company and NSX Listing Rule 6.47 and being eligible, offers himself for election, be elected as a Director.”*

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### RESOLUTION 2 - RE-ELECTION OF DIRECTOR - DERRICK DE SOUZA

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

*“That, for the purpose of article 29.3(a) of the Articles of the Company and NSX Listing Rule 6.47, Derrick De Souza, who retires pursuant to and in accordance with article 29.3(b)(ii) of the Articles of the Company and NSX Listing Rule 6.47 and being eligible, offers himself for election, be elected as a Director.”*

By order of the Board of Directors

Daniel Smith  
Actcelerate International Group Ltd  
19 June 2020

**Actcelerate International Group Ltd.**  
**ARBN 621 882 424**

## **Explanatory Memorandum**

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### **INTRODUCTION**

This Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be conducted at the Meeting to be conducted at the offices of PE Group Holding Menara Oval Damansara, Unit 1-2, Taman Tun Dr Ismail, 60000 Kuala Lumpur, Malaysia on Friday, 24 July 2020 at 11am. The purpose of this Explanatory Memorandum is to provide information to Shareholders in deciding how to vote on the Resolutions set out in the Notice.

The Explanatory Memorandum forms part of the Notice which should be read in its entirety. The Explanatory Memorandum contains the terms and conditions on which the Resolutions will be voted.

The Explanatory Memorandum includes the following information to assist Shareholders in deciding how to vote on the Resolutions:

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A Proxy Form is located at the end of this Explanatory Memorandum.

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### **1 ACTION TO BE TAKEN BY SHAREHOLDERS**

Shareholders should read the Notice and this Explanatory Memorandum carefully before deciding how to vote on the Resolutions.

A Proxy Form is enclosed with the Notice. This may be used by Shareholders if they wish to appoint a representative (a 'proxy') to vote in their place. All Shareholders are invited and encouraged to attend the Meeting or, if they are unable to attend in person, sign and return the Proxy Form to the Company in accordance with the instructions thereon. Lodgment of a Proxy Form will not preclude a Shareholder from attending and voting at the Meeting in person.

Please note that:

- (a) a member of the Company entitled to attend and vote at the Meeting is entitled to appoint one or more proxies;
- (b) a proxy need not be a member of the Company; and

- (c) a member of the Company may appoint multiple proxies and may specify the proportion or number of shares in respect of which each proxy is appointed. However, multiple proxies may not be appointed in respect of the same share. Where a member appoints multiple proxies but does not specify the proportion or number of shares in respect of which each proxy is appointed, each proxy shall be deemed to be appointed in respect of an equal proportion of such member's shares.

A Proxy Form may be lodged in the following ways:

By Mail	PO Box 5638, St Georges Terrace, Perth WA 6831 Australia
By Hand	Level 8, 99 St Georges Terrace, Perth WA 6000 Australia
By Email	<a href="mailto:dan.smith@minervacorporate.com.au">dan.smith@minervacorporate.com.au</a>

The enclosed Proxy Form provides further details on appointing proxies and lodging Proxy Forms.

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## 2 FINANCIAL STATEMENTS AND REPORTS

In accordance with the Articles, the business of the Meeting will include receipt and consideration of the annual financial report of the Company for the financial year ended 31 December 2019 together with the statement by directors' and the auditor's report.

The Company will not provide a hard copy of the Company's annual financial report to Shareholders unless specifically requested to do so. The Company's annual financial report is available on its website at <http://actcelerategroup.com/>.

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## 3 RESOLUTIONS 1 TO 2 - RE-ELECTION OF DIRECTORS

### 3.1 General

Article 29.3(b) of the Articles of the Company requires any director appointed by the Directors, either to fill a vacancy or as an addition to the existing Directors, shall, if still a Director, retire at the next annual general meeting after his appointment and be eligible to stand for election as a Director at such meeting.

NSX Listing Rule 6.47 requires a person appointed by the Directors to fill a casual vacancy on, or as an addition to, the board must retire from office at, or at the end of, the next following annual general meeting of the Company, and will then be eligible to stand for election.

### 3.2 Resolutions

Prof. Dato' Dr. Mohd Azmi Mohd Lila was appointed as a director by the Directors on 15 February 2018.

Derrick De Souza was appointed as a director by the Directors on 23 March 2020.

Prof. Dato' Dr. Mohd Azmi Mohd Lila and Derrick De Souza (together the Retiring Directors) retires from office at this Meeting in accordance with Article 29.3(b)(ii) of the Articles and NSX Listing Rule 6.47 and offers themselves for re-election.

Resolutions 1 and 2 seek shareholder approval for the appointment of each of the Retiring Directors as a director of the Company.

The qualifications and background of each director can be found within the Company's Annual Report.

### 3.3 Directors' recommendations and additional information

The Board (excluding the relevant candidate under the relevant Resolutions) recommends that Shareholders vote in favour of Resolutions 1 and 2.

Resolutions 1 and 2 are ordinary resolutions.

The Chair intends to cast all undirected proxies in favour of Resolutions 1 and 2. If the Chair of the Meeting is appointed as your proxy and you have not specified the way the Chair is to vote on Resolutions 1 and 2, by signing and returning the Proxy Form, you are considered to have provided the Chair with an express authorisation for the Chair **to vote the proxy in accordance with the Chair's intention.**



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## SCHEDULE 1 - DEFINITIONS

In the Notice, words importing the singular include the plural and vice versa.

<b>Article</b>	means the Company's Memorandum and Articles of Association.
<b>Board or the Directors</b>	means the board of Directors.
<b>Chair or Chairperson</b>	means the chair of the Company.
<b>Corporations Act</b>	means the <i>Corporations Act 2001</i> (Cth) as amended.
<b>Director</b>	means a director of the Company.
<b>Explanatory Memorandum</b>	means this explanatory memorandum.
<b>Listing Rule</b>	means the listing rules of the NSX.
<b>Meeting</b>	means the meeting convened by this Notice (as adjourned from time to time).
<b>Notice</b>	means this notice of meeting.
<b>NSX</b>	means the National Stock Exchange of Australia.
<b>Proxy Form</b>	means the proxy form attached to this Notice.
<b>Resolution</b>	means a resolution set out in the Notice.
<b>Share</b>	means a fully paid ordinary share in the capital of the Company.
<b>Shareholder</b>	means a holder of a Share.
<b>WST</b>	means Western Standard Time.

## PROXY FORM

The Secretary

Actcelerate International Group Ltd.

By delivery:  
Level 8, 99 St Georges Terrace,  
Perth WA 6000 Australia

By post:  
PO Box 5638, St Georges Terrace,  
Perth WA 6831 Australia

By facsimile:  
+61 8 9486 4799

Name of  
Shareholder <sup>1</sup>:

Address of  
Shareholder:

Number of Shares  
entitled to vote:

Please mark  to indicate your directions. Further instructions are provided overleaf.

Proxy appointments will only be valid and accepted by the Company if they are made and received no later than 48 hours before the meeting.

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

The Chairman of the  
Meeting (mark box)

OR if you are NOT appointing the  
Chairman of the meeting as your proxy,  
please write the name of the person or  
body corporate (excluding the registered  
shareholder) you are appointing as your  
proxy <sup>2</sup>

or failing the person/body corporate named, or if no person/body is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf, including to vote in accordance with the following directions (or, if no directions have been given, and to the extent permitted by law, as the proxy sees fit), at the Meeting of the Company to be held at the offices of PE Group Holding, Menara Oval Damansara, Unit 1-2, Taman Tun Dr Ismail, 60000 Kuala Lumpur, Malaysia on Friday, 24 July 2020 at 11.00am WST.

### Important - If the Chairman of the Meeting is your proxy or is appointed your proxy by default

Where you have appointed the Chairman of the Meeting as your proxy (or the Chairman becomes your proxy by default), you expressly authorise the Chairman to exercise your proxy on Resolution 1 (to adopt the Remuneration Report) (except where you have indicated a different voting intention above) even though Resolution 1 (to adopt the Remuneration Report) is connected directly with the remuneration of a member of key management personnel for the Company.

**Step 2 - Instruction as to Voting on Resolutions**

The proxy is to vote for or against the Resolutions referred to in the Notice as follows:

	FOR	AGAINST	ABSTAIN
Resolution 1 - Re-election of Mohd Azmi Mohd Lila	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 - Re-election of Derrick De Souza	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote all undirected proxies in favour of each Resolution.

Authorised signature/s

This section must be signed in accordance with the instructions overleaf to enable your voting instructions to be implemented.

<p>Individual or Shareholder 1</p> <div style="border: 1px solid black; height: 40px; width: 100%;"></div> <p style="text-align: center;">Sole Director and Sole Company Secretary</p> <div style="border: 1px solid black; height: 20px; width: 100%;"></div> <p>Contact Name</p>	<p>Shareholder 2</p> <div style="border: 1px solid black; height: 40px; width: 100%;"></div> <p style="text-align: center;">Director</p> <div style="border: 1px solid black; height: 20px; width: 100%;"></div> <p>Contact Daytime Telephone</p>	<p>Shareholder 3</p> <div style="border: 1px solid black; height: 40px; width: 100%;"></div> <p style="text-align: center;">Director/Company Secretary</p> <div style="border: 1px solid black; height: 20px; width: 100%;"></div> <p>Date</p>
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<sup>1</sup>Insert name and address of Shareholder      <sup>2</sup>Insert name and address of proxy

**Proxy Notes:**

A Shareholder entitled to attend and vote at the Meeting may appoint a natural person as the Shareholder’s proxy to attend and vote for the Shareholder at that Meeting. If the Shareholder is entitled to cast two or more votes at the Meeting the Shareholder may appoint not more than two proxies. Where the Shareholder appoints more than one proxy the Shareholder may specify the proportion or number of votes each proxy is entitled to exercise. If such proportion or number of votes is not specified each proxy may exercise half of the Shareholder’s votes. A proxy may, but need not be, a Shareholder of the Company.

If a Shareholder appoints a body corporate as the Shareholder’s proxy to attend and vote for the Shareholder at that Meeting, the representative of the body corporate to attend the Meeting must produce the Certificate or Appointment of Representative prior admission. A form of the certificate may be obtained from the Company’s share registry.

You must sign this form as follows in the spaces provided:

- Joint Holding:                    where the holding is in more than one name all of the holders must sign.
- Power of Attorney:            if signed under a Power of Attorney, you must have already lodged it with the registry, or alternatively, attach a certified photocopy, of the Power of Attorney to this Proxy Form when you return it.
- Companies:                     a Director can sign jointly with another Director or Company Secretary. A sole Director who is also a sole Company Secretary can also sign. Please indicated the office held by signing in the appropriate space.

If a representative of the corporation is to attend the Meeting the appropriate “Certificate of Appointment of Representative” should be produced prior to admission. A form of the certificate may be obtained from the Company’s Share Registry.

Proxy Forms (and the power of attorney or other authority, if any, under which the Proxy Form is signed) or a copy or facsimile which appears on its face to be an authentic copy of the Proxy Form (and the power of attorney or other authority) must be deposited at or received at the Perth office of the Company at PO Box 5638, St Georges Terrace, Perth WA 6831 Australia or Facsimile +61 8 9486 4799 not less than 48 hours prior to the time of commencement of the Meeting.