



VGX LIMITED ARBN 612 834 572

Corporate office

C-706 Kelana Square, 17 Jalan SS7/26
Kelana Jaya, 47301 Petaling Jaya
Selangor Darul Ehsan, Malaysia

Telephone: +603 5892 2666

Registered office in Australia

C/- Themis Corporate
Level 1 Office F, 1139 Hay Street
West Perth WA 6005

Facsimile: +603 7490 5333

E-mail: info@virgingreensx.com

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the fourth Annual General Meeting of VGX Limited (the "Company") will be held at the following place, date and time:

Date 27 November 2020

Time: 11:00AM (Malaysian time)

Place: This Annual General Meeting will be held online by way of a video conference, the log-in details which are as follows:

URL: <https://zoom.us/join>

Meeting ID: 7037290392 (Password: VGXL)

to transact the following business:

AS ORDINARY RESOLUTIONS

To consider and, if thought fit, to pass with or without modification the following as ordinary resolutions:-

1. TO accept the Directors' Report, Statement by directors and audited financial statements of the Company for the financial year ended 30 June 2020 (collectively, the "**2020 Annual Report**").
2. THAT CHONG Ying Choy, who being appointed under Article 18.5 of the Articles of Association of the Company hold office only until this Annual General Meeting, and being eligible, has offered himself for re-election.
3. THAT Eric CHUNG Chi Kong, who being appointed under Article 18.5 of the Articles of Association of the Company hold office only until this Annual General Meeting, and being eligible, has offered himself for re-election.
4. THAT KONG Teck Chin, who being appointed under Article 18.5 of the Articles of Association of the Company hold office only until this Annual General Meeting, and being eligible, has offered herself for re-election.



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5. THAT YAP Poh Yee, who being appointed under Article 18.5 of the Articles of Association of the Company hold office only until this Annual General Meeting, and being eligible, has offered herself for re-election.
6. THAT CHAN Augustine Kwok Chuen, who being appointed under Article 18.5 of the Articles of Association of the Company hold office only until this Annual General Meeting, and being eligible, has offered himself for re-election.
7. THAT the Company be and is hereby approved to pay directors a total sum of MYR 15,000 (to be divided in any proportion as the directors may determine) as directors' fees for the financial year ended 30 June 2020; and
8. THAT HML & Co., Chartered Accountants (Malaysia) be and is hereby re-appointed as auditors of the Company AND THAT directors are hereby authorized to fix their remuneration.

By Order of the Board


Yap Poh Yee

Secretary to the Board

Malaysia

26 October 2020



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VOTING EXCLUSION STATEMENT

The Company will disregard any votes cast:

1. On Resolution 2, by CHONG Ying Choy and his associates;
2. On Resolution 3, by Eric CHUNG Chi Kong and his associates;
3. On Resolution 4, by KONG Teck Chin and his associates;
4. On Resolution 5, by YAP Poh Yee and his associates;
5. On Resolution 6, by Augustine CHAN Kwok Chuen and his associates; and
6. All directors in office during the financial year ended 30 June 2020, namely Messrs CHONG Ying Choy, Eric CHUNG Chi Kong, KONG Teck Chin, YAP Poh Yee and Augustine CHAN Kwok Chuen (the "Qualifying Directors") and their associates, will abstain from voting on the Resolution 7.

EXPLANATORY NOTES

Resolution 1:

A copy of the 2020 Annual Report may be obtained, free of cost in one or more of the following manner:

1. by downloading an electronic copy thereof from NSX's market announcements portal on NSX's official website (URL: www.nsx.com.au) under the "Market Data | Announcements" tab; or
2. by requesting for an electronic copy thereof to be e-mailed to you by sending your request by e-mail to ir@vgxlimited.com; or
3. by requesting for a printed copy thereof to be posted to you by ordinary mail by sending your request:
 - a) by e-mail to ir@vgxlimited.com;
 - b) by telephone to +603 5892 2666

Resolutions 2 to 6:

Article 18.5 of the Company's Articles of Association provides that a director who is appointed by directors of the Company, either to fill a casual vacancy or as an addition to the existing directors, shall hold office only until the next following annual general meeting and shall be eligible for re-election.

Each of Messrs CHONG Ying Choy, Eric CHUNG Chi Kong, KONG Teck Chin, YAP Poh Yee and Augustine CHAN Kwok Chuen, being eligible for re-election, offer themselves for re-election at this annual general meeting.



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Resolution 7:

Article 20.3 of the Company's Articles of Association provides that subject to, amongst others, the Listing Rules, directors will be paid remuneration for services rendered as directors as the Company in general meeting may from time to time determine, which may be divided among directors in any proportions and in any manner as they may from time to time determine.

Resolution 8:

HML & Co., Chartered Accountants (Malaysia) was appointed auditors of the Company by directors. Article 35.1 (b) of the Company's Articles of Association requires that auditors appointed by directors hold office only until the conclusion of the first annual general meeting. Under Article 35.1(c) of the Company's Articles of Association, auditors of the Company is appointed at each annual general meeting, and shall hold office until the conclusion of the next general meeting.

HML & Co. who holds office as auditor of the Company immediately before the annual general meeting consents to be re-appointed as auditors of the Company.



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VOTING INSTRUCTIONS AND RIGHT TO APPOINT PROXIES

Under the Company's constitution, a CDI-holder may either:

- a) give CDN voting instructions in relation to the number of CDIs he or she holds; or
- b) requests CDN to appoint him or her or another person he or she nominates as CDN's proxy to attend the general meeting in relation to the number of CDIs he or she holds.

At a general meeting, on a show of hands, a CDI holder present or by proxy has one vote and, upon a poll, each CDI shall have one vote.

If you wish to give CDN voting instructions

If you wish to register your voting instructions, please complete the attached CDI Voting Instruction Form and send it in person, by post or email to admin@advancedshare.com.au or ir@vgxlimited.com (as the case may be) to the Company's share registry at the following contacts:

In person

Advanced Share Registry Limited
110 Stirling Highway,
Nedlands,
WA 6009
Australia

By post

VGX Limited
c/- Advanced Share Registry Limited
P.O. Box 1156,
Nedlands, WA 6009
Australia

If you wish to attend the meeting in person or by proxy

If you wish to attend the annual general meeting either in person or by proxy, please complete the attached Proxy Form, or send it in person, by post or email to admin@advancedshare.com.au or ir@vgxlimited.com (as the case may be) to the Company's share registry at the following contacts:

In person

Advanced Share Registry Limited
110 Stirling Highway,
Nedlands,
WA 6009
Australia

By post

VGX Limited
c/- Advanced Share Registry Limited
P.O. Box 1156,
Nedlands, WA 6009
Australia

A CDI-holder who is entitled to attend and vote at the annual general meeting may appoint up to two proxies to attend and vote on his or her behalf. If a CDI-holder appoints two proxies, the appointment of the proxies may specify the proportion or the number of that shareholder's votes that each proxy may exercise.



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If the appointment does not so specify, each proxy may exercise half of the votes. Fractions of the votes will be disregarded. A proxy needs not be a shareholder of the Company.

A proxy may decide whether to vote on any motion, except where the proxy is required by law or the constitution to vote, or abstain from voting, in their capacity as proxy. If a proxy is directed how to vote on an item of business, the proxy may vote on that item only in accordance with the direction. If a proxy is not directed how to vote on an item of business, the proxy may vote as he or she thinks fit.

If a shareholder appoints the chairperson of the meeting as the shareholder's proxy and does not specify how the chairperson is to vote on an item of business, the chairperson will vote, as proxy for that shareholder, in favour of that item on a poll.



LODGE YOUR PROXY APPOINTMENT ONLINE



ONLINE PROXY APPOINTMENT

www.advancedshare.com.au/investor-login



MOBILE DEVICE PROXY APPOINTMENT

Lodge your proxy by scanning the QR code below, and enter your registered postcode.

It is a fast, convenient and a secure way to lodge your vote.

2020 ANNUAL GENERAL MEETING PROXY FORM

I/We being shareholder(s) of VGX Limited and entitled to attend and vote hereby:

APPOINT A PROXY



The Chair of the Meeting

OR



PLEASE NOTE: If you leave the section blank, the Chair of the Meeting will be your proxy.

or failing the individual(s) or body corporate(s) named, or if no individual(s) or body corporate(s) named, the Chair 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 Annual General Meeting of the Company to be held **virtually on 27 November 2020 at 11:00AM (Malaysian time)** and at any adjournment or postponement of that Meeting.

Chair's voting intentions in relation to undirected proxies: The Chair intends to vote all undirected proxies in favour of all Resolutions. In exceptional circumstances, the Chair may change his/her voting intentions on any Resolution. In the event this occurs, a NSX announcement will be made immediately disclosing the reasons for the change.

VOTING DIRECTIONS

Resolutions

		For	Against	Abstain*
1	TO accept the Directors' Report, Statement by directors and audited financial statements of the Company for the financial year ended 30 June 2020 (collectively, the "2020 Annual Report")	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2	THAT CHONG Ying Choy, who being appointed under Article 18.5 of the Articles of Association of the Company hold office only until this Annual General Meeting, and being eligible, has offered himself for re-election.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3	THAT Eric CHUNG Chi Kong, who being appointed under Article 18.5 of the Articles of Association of the Company hold office only until this Annual General Meeting, and being eligible, has offered himself for re-election.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4	THAT KONG Teck Chin, who being appointed under Article 18.5 of the Articles of Association of the Company hold office only until this Annual General Meeting, and being eligible, has offered herself for re-election.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5	THAT YAP Poh Yee, who being appointed under Article 18.5 of the Articles of Association of the Company hold office only until this Annual General Meeting, and being eligible, has offered herself for re-election.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6	THAT CHAN Augustine Kwok Chuen, who being appointed under Article 18.5 of the Articles of Association of the Company hold office only until this Annual General Meeting, and being eligible, has offered himself for re-election.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7	THAT the Company be and is hereby approved to pay directors a total sum of MYR 15,000 (to be divided in any proportion as the directors may determine) as directors' fees for the financial year ended 30 June 2020	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8	THAT HML & Co., Chartered Accountants (Malaysia) be and is hereby re-appointed as auditors of the Company AND THAT directors are hereby authorized to fix their remuneration	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>



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

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)



Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

This form should be signed by the shareholder. If a joint holding, all the shareholders should sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the Corporations Act 2001 (Cth).

Email Address



Please tick here to agree to receive communications sent by the Company via email. This may include meeting notifications, dividend remittance, and selected announcements.

HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

**IF YOU WOULD LIKE TO ATTEND AND VOTE AT THE MEETING, PLEASE BRING THIS FORM WITH YOU.
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**

CHANGE OF ADDRESS

This form shows your address as it appears on Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes.

APPOINTMENT OF A PROXY

If you wish to appoint the Chair as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chair, please write that person's name in the box in Step 1. A proxy need not be a shareholder of the Company. A proxy may be an individual or a body corporate.

DEFAULT TO THE CHAIR OF THE MEETING

If you leave Step 1 blank, or if your appointed proxy does not attend the Meeting, then the proxy appointment will automatically default to the Chair of the Meeting.

VOTING DIRECTIONS – PROXY APPOINTMENT

You may direct your proxy on how to vote by placing a mark in one of the boxes opposite each resolution 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 resolution 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 a given resolution, your proxy may vote as they choose to the extent they are permitted by law. If you mark more than one box on a resolution, your vote on that resolution will be invalid.

PLEASE NOTE: If you appoint the Chair as your proxy (or if they are appointed by default) but do not direct them how to vote on a resolution (that is, you do not complete any of the boxes "For", "Against" or "Abstain" opposite that resolution), the Chair may vote as they see fit on that resolution.

APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning Advanced Share Registry Limited or you may copy this form and return them both together.

To appoint a second proxy you must:

- on each Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- return both forms together.

COMPLIANCE WITH LISTING RULE 14.11

In accordance with Listing Rule 14.11, if you hold shares on behalf of another person(s) or entity/entities or you are a trustee, nominee, custodian or other fiduciary holder of the shares, you are required to ensure that the person(s) or entity/entities for which you hold the shares are not excluded from voting on resolutions where there is a voting exclusion. Listing Rule 14.11 requires you to receive written confirmation from the person or entity providing the voting instruction to you and you must vote in accordance with the instruction provided.

By lodging your proxy votes, you confirm to the company you are in compliance with Listing Rule 14.11.

CORPORATE REPRESENTATIVES

If a representative of a nominated corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission in accordance with the Notice of Meeting. A Corporate Representative Form may be obtained from Advanced Share Registry.

SIGNING INSTRUCTIONS ON THE PROXY FORM

Individual:

Where the holding is in one name, the security holder must sign.

Joint Holding:

Where the holding is in more than one name, all of the security holders should sign.

Power of Attorney:

If you have not already lodged the Power of Attorney with Advanced Share Registry, please attach the original or a certified photocopy of the Power of Attorney to this form when you return it.

Companies:

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

LODGE YOUR PROXY FORM

This Proxy Form (and any power of attorney under which it is signed) must be received at an address given below by 11:00AM (Malaysian time) on 25 November 2020, being not later than 48 hours before the commencement of the Meeting. Proxy Forms received after that time will not be valid for the scheduled Meeting.



ONLINE PROXY APPOINTMENT

www.advancedshare.com.au/investor-login



BY MAIL

Advanced Share Registry Limited
110 Stirling Hwy, Nedlands WA 6009; or
PO Box 1156, Nedlands WA 6909



BY FAX

+61 8 6370 4203



BY EMAIL

admin@advancedshare.com.au



IN PERSON

Advanced Share Registry Limited
110 Stirling Hwy, Nedlands WA 6009



ALL ENQUIRIES TO

Telephone: +61 8 9389 8033