

NANOPAC INNOVATION LIMITED
NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 2024 Annual General Meeting of NANOPAC INNOVATION LIMITED will be held at 23 Jalan MJ 16, Taman Meranti Jaya, 47120 Puchong, Selangor, Malaysia on the 31st day of May 2024 at 3.00PM (Malaysian Time) to consider and if thought fit pass as ordinary and special resolutions the resolutions set out below:

Ordinary Business

- 1. ADOPTION OF ANNUAL FINANCIAL ACCOUNTS**
- 2. ADOPTION OF REMUNERATION REPORT**
- 3. ELECTION OF DIRECTOR**

That Cheng Kok Leong who retires in accordance with Article 18.4 of the Company's Articles of Association, and being eligible who offers himself for election be elected as director.

Special Business

- 4. CONSOLIDATION** – To be passed as a special resolution.

“That the share capital of the Company be consolidated by 3 times (fractions rounded up) and clause 2 of the Memorandum of Association be amended to read:
“2 The Share Capital of the Company is United States US\$14,000,001 (Amount in words United States Dollars Fourteen Million and one) divided into 3,333,333,334 ordinary shares of United States \$0.03 each; 4,000,000,000 Convertible Shares of United States \$0.001 each and 30 Founder Shares of United States \$0.10 each.”.

An explanatory memorandum in respect of the resolution accompanies this notice.

DATED 30th day of April 2024

BY ORDER OF THE BOARD


ANDREW DAVID BRISTOW
SECRETARY

Proxies

Members entitled to vote may attend the general meeting in person or by proxy. A proxy form for the meeting is attached. Proxy forms must be completed and signed by a member wishing to appoint a proxy.

Proxies must be lodged at Nanopac Innovation Ltd 31 Highgate Cct Kellyville NSW 2155 or at the following electronic address andrew@dashcl.com.au at least 48 hours prior to the meeting.

CDI HOLDERS

Holders of Chess Depository Instruments (CDIs) are invited to attend but are not entitled to vote personally at the Annual General Meeting. Chess Depositing Nominees Pty Ltd (CDN) holds legal title to the Company's shares for and behalf of the CDI holders as the beneficial owners of the Company's shares held by CDN. CDI holders should direct CDN on how to vote with respect of the resolutions described in the Notice of Meeting. CDN must exercise its right to vote by proxy at the Annual General Meeting in accordance with the Directions of CDI holders. A form of Direction to CDN is attached.

EXPLANATORY STATEMENT**Resolution 2 -Remuneration Report.**

As the Company is listed on the National Stock Exchange of Australia Limited, which is an Australian Recognised Stock Exchange, it has been decided to adopt various Australian governance protocols.

An Australian publicly listed company must at each Annual General Meeting allow members to adopt the Remuneration Report set out in the Company's financial accounts. Such a resolution is non – binding on the directors if it is not passed, meaning the Company and the directors are not required to take any action if the resolution is defeated.

If a 25% 'no' vote in respect of the remuneration report is received, then the directors must explain whether shareholder concerns have been taken into account in the next remuneration report.

If a 25% 'no' vote occurs for two year's running, then at the second Annual General Meeting a procedural vote must be held in relation as to whether the directors must stand for re-election within 90 days. If passed, then the directors must arrange for another general meeting within 90 days at which all directors who were in office when the remuneration report was considered at the Annual General Meeting must stand for re-election other than the Managing Director who may continue to run the Company.

Resolution 3. – Election of Cheng Kok Leong

Cheng Kok Leong is required to retire by rotation at the annual general meeting and being eligible seek election as a director.

Resolution 4 Consolidation of share capital

Resolution 4 seeks to consolidate the authorised and issued ordinary share capital of the Company such that for every 3 ordinary share there will be 1 ordinary share. Fractions will be rounded up.

Shareholders and CDI holders will receive 1 ordinary shares or CDI for every 3 shares or CDIs currently held, eg. if a shareholder held 3,000 ordinary Shares or CDI's they will now hold 1,000 ordinary Shares or CDIs following consolidation. As a result of the change clause 2 of the Company's Memorandum of Association will require amendment to reflect the new authorised capital of the Company, the wording of which is set out in resolution 5.

Also as a result of the change the Company's Share price on the NSX will be multiplied by 2 times eg if the share price was a \$0.29 it will following the division be A\$0.87.

There will be no overall change to the market value of the Company.

The Directors believe that this change will assist the Company to attract new investors and assist in possible dual listing opportunities.

The Directors recommend shareholders vote in favour of the resolution,