
BERONI GROUP LIMITED

ACN 613 077 526

NOTICE OF ANNUAL GENERAL MEETING

TIME: 10:00am AEST

DATE: 1 October 2024

PLACE: Level 16, 175 Pitt Street,
Sydney NSW 2000 Australia

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.

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on (+61 8) 9486 4036

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IMPORTANT INFORMATION

TIME AND PLACE OF MEETING

Notice is given that the Annual General Meeting of the Shareholders to which this Notice of Meeting relates will be held at 10:00am AEST on 1 October 2024 at:

Level 16, 175 Pitt Street,
Sydney NSW 2000 Australia

YOUR VOTE IS IMPORTANT

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

VOTING ELIGIBILITY

The Directors have determined that pursuant to Regulations 7.11.37 and 7.11.38 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Annual General Meeting are those who are registered Shareholders at 7:00pm AEST on 29 September 2024.

VOTING IN PERSON

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

VOTING BY PROXY

To vote by proxy, please complete and sign the enclosed Proxy Form and return it by the time and in accordance with the instructions set out on the Proxy Form.

In accordance with section 249L of the Corporations Act, members are advised that:

- each member has a right to appoint a proxy;
- the proxy need not be a member of the Company; and
- a member who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints 2 proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

Proxy vote if appointment specifies way to vote

Section 250BB(1) of the Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, **if it does**:

- the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (i.e. as directed); and
-

- if the proxy has 2 or more appointments that specify different ways to vote on the resolution – the proxy must not vote on a show of hands; and
- if the proxy is the chair of the meeting at which the resolution is voted on – the proxy must vote on a poll, and must vote that way (i.e. as directed); and
- if the proxy is not the chair – the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (i.e. as directed).

Transfer of non-chair proxy to chair in certain circumstances

Section 250BC of the Corporations Act provides that, if:

- an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the Company's members; and
- the appointed proxy is not the chair of the meeting; and
- at the meeting, a poll is duly demanded on the resolution; and
- either of the following applies:
 - the proxy is not recorded as attending the meeting;
 - the proxy does not vote on the resolution,

the chair of the meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at the meeting.

BUSINESS OF THE MEETING

1. FINANCIAL STATEMENTS AND REPORTS

To receive and consider the annual financial report of the Company for the financial year ended 31 December 2023 together with the declaration of the Directors, the Directors' Report and the auditor's report.

2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

To consider and, if thought fit, to pass, the following resolution as a **non-binding 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 attached to this notice of AGM for the financial year ended 31 December 2023."

Note: Pursuant to section 250R(3) of the Corporations Act, the vote on this Resolution is advisory only and does not bind the Directors or the Company.

Voting Exclusion Statement:

A vote on this Resolution must not be cast (in any capacity):

- a) by or on behalf of any of the following persons:
 - (i) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or
 - (ii) a Closely Related Party of such a member, and
- b) the appointment does not specify the way the proxy is to vote on the resolution.

However, a person (the voter) described above may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either:

- a) the voter is appointed as a proxy in writing that specifies the way the proxy is to vote on this Resolution; or
- b) the voter is the Chair and the appointment of the Chair as proxy:
 - (i) does not specify the way the proxy is to vote on this Resolution; and
 - (ii) expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

3. RESOLUTION 2 - RE-ELECTION OF DIRECTOR – MR BOQING (JACKY) ZHANG

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

"That, for the purpose of clause 20.2 of the Constitution and for all other purposes, Mr Boqing (Jacky) Zhang, a Director, retires by rotation, and being eligible, is re-elected as a Director."

4. RESOLUTION 3 - RE-ELECTION OF DIRECTOR – DR RICHARD BUCHTA

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

"That, for the purpose of clause 20.2 of the Constitution and for all other purposes, Mr Richard Buchta, a Director, retires by rotation, and being eligible, is re-elected as a Director."

5. RESOLUTION 4 – ISSUE OF SHARES TO EMPLOYEES AND SCIENTISTS

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

"That, for the purpose of NSX Listing Rule 6.25, and for all other purposes, Shareholders approve the issue and allotment of up to 2,430,000 fully paid ordinary shares, on the terms and conditions set out in the explanatory statement accompanying this notice of meeting."

The Company will disregard any votes cast in favour of Resolution 4 by or on behalf of a person who may participate in the proposed issue and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the Resolution 4 is passed;

However, the Company need not disregard a vote if:

- a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the direction on the Proxy Form; or
- b) it is cast by the person chairing the Meeting as proxy for the person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

6. RESOLUTION 5 – ISSUE OF SHARES TO RELATED PARTY - MR BOQING ZHANG

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

"That, for the purposes of section 195(4) of the Corporations Act, Chapter 2E of the Corporations Act, NSX Listing Rule 6.44, NSX Listing Rule 6.25, and for all other purposes, Shareholders approve the issue of up to 1,400,000 fully paid ordinary shares to Director, Mr Boqing Zhang (or his nominees) on the terms and conditions set out in the explanatory statement accompanying this notice of meeting."

A voting exclusion statement is set out below.

7. RESOLUTION 6 – ISSUE OF SHARES TO RELATED PARTY – MR HAI HUANG

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

"That, for the purposes of section 195(4) of the Corporations Act, Chapter 2E of the Corporations Act, NSX Listing Rule 6.44, NSX Listing Rule 6.25, and for all other purposes, Shareholders approve the issue of up to 200,000 fully paid ordinary shares to Director, Mr Hai Huang (or his nominees) on the terms and conditions set out in the explanatory statement accompanying this notice of meeting."

A voting exclusion statement is set out below.

8. RESOLUTION 7 – ISSUE OF SHARES TO RELATED PARTY – MR LIBIN GUO

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

"That, for the purpose section 195(4) of the Corporations Act, Chapter 2E of the Corporations Act, NSX Listing Rule 6.44, NSX Listing Rule 6.25, and for all other purposes, Shareholders approve the issue of up to 150,000 fully paid ordinary shares to Director, Mr Libin Guo (or his nominees) on the terms and conditions set out in the explanatory statement accompanying this notice of meeting."

A voting exclusion statement is set out below.

9. RESOLUTION 8 – ISSUE OF SHARES TO RELATED PARTY – MR PETER YAP TING WONG

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

"That, for the purposes of section 195(4) of the Corporations Act, Chapter 2E of the Corporations Act, NSX Listing Rule 6.44, NSX Listing Rule 6.25, and for all other purposes, Shareholders approve the issue of up to 550,000 fully paid ordinary shares to Director, Mr Peter Yap Ting Wong (or his nominees) on the terms and conditions set out in the explanatory statement accompanying this notice of meeting."

A voting exclusion statement is set out below.

10. RESOLUTION 9 – ISSUE OF SHARES TO RELATED – MR CHEN CHIK (NICHOLAS) ONG

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

"That, for the purposes section 195(4) of the Corporations Act, Chapter 2E of the Corporations Act, NSX Listing Rule 6.44, NSX Listing Rule 6.25, and for all other purposes, Shareholders approve the issue of up to 150,000 fully paid ordinary shares to the Director, Mr Chen Chik (Nicholas) Ong (or his nominees) on the terms and conditions set out in the explanatory statement accompanying this notice of meeting."

A voting exclusion statement is set out below.

11. RESOLUTION 10 – ISSUE OF SHARES TO RELATED – MR RICHARD BUCHTA

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

"That, for the purposes section 195(4) of the Corporations Act, Chapter 2E of the Corporations Act, NSX Listing Rule 6.44, NSX Listing Rule 6.25, and for all other purposes, Shareholders approve the issue of up to 75,000 fully paid ordinary shares to the Director, Mr Richard Buchta (or his nominees) on the terms and conditions set out in the explanatory statement accompanying this notice of meeting."

A voting exclusion statement is set out below.

12. RESOLUTION 11 – WITHDRAWAL OF LISTING ON NSX

To consider and, if thought fit, to pass with or without amendment, the following resolution as a **special** resolution:

"That, for the purposes of NSX Listing Rule 2.25 (Section 2A) and for all other purposes, in anticipation of receiving approval for the listing of the Company on the NASDAQ Capital Market, the Directors of the Company are authorised to voluntarily withdraw the listing of the Company from the official list of the National Stock Exchange of Australia Limited, in the manner described in the Explanatory Statement accompanying this Notice."

13. RESOLUTION 12 – CHANGE OF AUDITOR

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary** resolution:

"That, subject to the consent of the Australian Securities & Investments Commission to the resignation of UHY Haines Norton, 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, DFK Laurence Varnay Auditors, having been nominated by a member of the Company in accordance with section 328B(1) of the Corporations Act, being qualified to act as auditor of the Company and having consented subject to ASIC's consent to the resignation of UHY Haines Norton, 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."

14. RESOLUTION 13 – ISSUE OF SHARES TO UNDERWRITER

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

"That, for the purpose of NSX Listing Rule 6.25, and for all other purposes, Shareholders approve the issue and allotment of up to 10,000,000 Shares to the Underwriter at a minimum issue price of USD4 on the terms and conditions set out in the explanatory statement accompanying this notice of meeting."

Voting Prohibition Statement:

The Company will disregard any votes cast in favour of Resolution 13 by or on behalf of persons who may participate in the proposed issue and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of Shares, if Resolution 13 is passed;

However, the Company needs not disregard a vote if:

- a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the direction on the Proxy Form; or

it is cast by the person chairing the Meeting as proxy for the person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

15. RESOLUTION 14 – ISSUE OF SHARES PURSUANT TO UNDERWRITER OVER-ALLOTMENT OPTION

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

"That, for the purpose of NSX Listing Rule 6.25, and for all other purposes, Shareholders approve the issue and allotment of up to 15% of the number of Shares sold into the Nasdaq Public Offering pursuant to the exercise of the Underwriter Over-Allotment Option, at the public offered issue price which will be no less than USD4 on the terms and conditions set out in the explanatory statement accompanying this notice of meeting."

Voting Prohibition Statement:

The Company will disregard any votes cast in favour of Resolution 14 by or on behalf of persons who may participate in the proposed issue and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of Shares, if Resolution 14 is passed;

However, the Company needs not disregard a vote if:

- a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the direction on the Proxy Form; or

it is cast by the person chairing the Meeting as proxy for the person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides

16. RESOLUTION 15 – ISSUE OF UNDERWRITER WARRANTS

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

"That, for the purpose of NSX Listing Rule 6.25, and for all other purposes, Shareholders approve the issue and allotment to the Underwriter of Underwriter Warrants equal in number to 6% of the total number of Shares sold into the Nasdaq Public Offering pursuant to Resolutions 13 & 14 on the terms and conditions set out in the explanatory statement accompanying this notice of meeting."

Voting Prohibition Statement:

The Company will disregard any votes cast in favour of Resolution 15 by or on behalf of persons who may participate in the proposed issue and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of Shares, if Resolution 15 is passed;

However, the Company needs not disregard a vote if:

- a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the direction on the Proxy Form; or

it is cast by the person chairing the Meeting as proxy for the person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides

Voting Exclusion Statements for Resolutions 5 to 10:

For the purpose of Chapter 2E of the Corporations Act and NSX Listing Rules 6.25 and 6.44 the Company will disregard any votes cast on:

- a) Resolution 5 by Mr Boqing Zhang and any of his associates, and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the Resolution 5 is passed;
- b) Resolution 6 by Mr Hai Huang and any of his associates and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the Resolution 6 is passed;
- c) Resolution 7 by Mr Libin Guo and any of his associates and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the Resolution 7 is passed;
- d) Resolution 8 by Mr Peter Wong and any of his associates and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the Resolution 8 is passed;
- e) Resolution 9 by Mr Chen Chik (Nicholas) Ong and any of his associates and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the Resolution 9 is passed;

- f) Resolution 10 by Mr Richard Buchta and any of his associates and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the Resolution 10 is passed;

However, the Company need not disregard a vote by the above persons if:

- a) it is cast by the person as proxy for a person who is entitled to vote, under the directions on the proxy voting form; or
- b) it is not cast by the person on behalf of a related party or associate of a kind of the above persons.

Section 250BD applied to Resolutions 5 to 10 such that a vote must not be cast (in any capacity):

- a) by or on behalf of any of the following persons:
 - (i) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or
 - (ii) a Closely Related Party of such a member; and
- b) the appointment does not specify the way the proxy is to vote on the resolution.

However, a person (the voter) described above may cast a vote on Resolutions 6 to 10 as a proxy if the vote is not cast on behalf of a person described above and either:

- a) the voter is appointed as a proxy in writing that specifies the way the proxy is to vote on the Resolution; or
- b) the voter is the Chair and the appointment of the Chair as proxy:
 - (i) does not specify the way the proxy is to vote on the Resolution; and
 - (ii) expressly authorises the Chair to exercise the proxy even though the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

DATED: 30 AUGUST 2024

BY ORDER OF THE BOARD



MR CHEN CHIK (NICHOLAS) ONG
COMPANY SECRETARY

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared to provide information that the Directors believe to be material to Shareholders in deciding whether to pass the Resolutions that are the subject of the business of the Meeting.

1. FINANCIAL STATEMENTS AND REPORTS

In accordance with the Constitution, 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 2023 together with the declaration of the directors, the Directors' Report, the Remuneration Report 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 NSX website <https://www.nsx.com.au/ftp/news/021742049.PDF> or by contacting the Company on +61 (8) 9486 4036.

2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

2.1 General

The Corporations Act requires that at a listed company's annual general meeting, a resolution that the remuneration report be adopted must be put to the shareholders. However, such a resolution is advisory only and does not bind the company or the directors of the company.

The Remuneration Report sets out the Company's remuneration arrangements for the directors and senior management of the Company. The Remuneration Report is as attached to the 2023 Annual Report.

The Chair of the meeting will allow a reasonable opportunity for Shareholders to ask questions about or make comments on the Remuneration Report at the Meeting.

2.2 Voting consequences

Under changes to the Corporations Act which came into effect on 1 July 2011, a company is required to put to its shareholders a resolution proposing the calling of another meeting of shareholders to consider the appointment of directors of the company (other than the managing director) who were in office at the date of approval of the applicable directors' report (**Spill Resolution**) if, at consecutive annual general meetings, at least 25% of the votes cast on a remuneration report resolution are voted against adoption of the remuneration report and at the first of those annual general meetings a Spill Resolution was not put to vote. If required, the Spill Resolution must be put to vote at the second of those annual general meetings.

If more than 50% of votes cast are in favour of the Spill Resolution, the company must convene a shareholder meeting (**Spill Meeting**) within 90 days of the second annual general meeting.

All of the directors of the company who were in office when the directors' report (as included in the company's annual financial report for the most recent financial year) was approved, other than the managing director of the company, will cease to hold office immediately before the end of the Spill Meeting but may stand for re-election at the Spill Meeting.

Following the Spill Meeting those persons whose election or re-election as directors of the company is approved will be the directors of the company.

The Company's shareholders have approved the Remuneration Report at each previous annual general meeting. A Spill Resolution will not be required at this Annually General Meeting as the votes against the Remuneration Report at the Company's previous annual general meeting were less than 25%.

The Chair intends to cast all undirected proxies in favour of Resolution 1. If the Chair of the Meeting is appointed as your proxy and you have not specified the way the Chair is to vote on Resolution 1, 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.

3. RESOLUTIONS 2 AND 3: RE-ELECTION OF DIRECTORS

Clause 19.4 of the Constitution requires that at a Director appointed by Board as an additional Director holds office until the next annual general meeting of the Company and is then eligible for re-election.

RESOLUTIONS 2 AND 3 – RE-ELECTION OF MR BOQING (JACKY) ZHANG, DR RICHARD BUCHTA AS DIRECTORS

Clause 20.2 of the Constitution provides that unless otherwise determined by a resolution of the Company, while the Company is listed, one third of the Directors for the time being, or if their number is not a multiple of 3, then the whole number nearest one third, must retire from office at each annual general meeting. A Director who retires or whose office is vacated under this Constitution will be eligible for election or re-election to the Board.

The Company currently has six (6) Directors and accordingly two (2) must retire.

Mr Boqing (Jacky) Zhang

Mr Boqing (Jacky) Zhang, the Director longest in office since his last election, retires by rotation and seeks re-election.

Details of Mr Zhang's background and experience are set out in the Annual Report.

The Board (other than Mr Zhang) unanimously supports the re-election of Mr Zhang as a director and recommends that Shareholders vote in favour of Resolution 2.

Dr Richard Buchta

Dr Richard Buchta, the Director longest in office since his last election, retires by rotation and seeks re-election.

Details of Dr Buchta's background and experience are set out in the Annual Report.

The Board (other than Dr Buchta) unanimously supports the re-election of Dr Buchta as a director and recommends that Shareholders vote in favour of Resolution 3.

The Board (other than Mr Zhang and Dr Buchta) unanimously supports the re-election of Mr Zhang and Dr Buchta as directors and recommends that Shareholders vote in favour of Resolutions 2 and 3.

4. RESOLUTION 4 – ISSUE OF SHARES TO EMPLOYEES AND SCIENTISTS

Resolution 4 seeks Shareholder approval for the Board to issue up to 2,430,000 fully paid ordinary shares in the Company at a deemed issue price of \$3.96 per share, to employees and scientists of the Company (**Employee Shares**).

The purpose of the issue of Employee Shares is to reward them for their performance for the past financial year.

In accordance with NSX Listing Rule 6.25, Shareholder approval is sought to permit the Company to issue up to 2,430,000 Employee Shares at a deemed issue price of \$3.96 per share. If Shareholders approve Resolution 5, the Employee Shares to be issued by the Company will not be included in the Company's 15% annual capacity for the purposes of NSX Listing Rule 6.25.

The following information is provided to Shareholders for the purposes of Listing Rule 6.25:

- (a) a maximum number of 2,430,000 Shares are proposed to be issued under Resolution 4;
- (b) the recipients of the Shares are employees, contractors and scientists (or their nominees) of the Company and are not related parties of the Company;
- (c) no securities pursuant to Resolution 4 will be issued to Directors of the Company or their associates;
- (d) the securities will be issued progressively no later than three (3) months after the date of this Meeting;
- (e) the Shares will be issued at a deemed issue price of \$3.96 per share. As a result, no funds will be raised from the issue;
- (f) the shares will rank pari passu with ordinary shares already on issue; and
- (g) a voting exclusion statement is included in the Notice of Meeting.

As Resolution 4 is an ordinary resolution, it must be approved by more than 50% of the total number of votes cast by Shareholders entitled to vote on the resolutions.

The Directors unanimously recommend that Shareholders vote in favour of Resolution 4.

The Chairman of the Meeting will cast undirected proxies in favour of Resolution 4. If the Chair of the Meeting is appointed as your proxy and you have not specified the way the Chair is to vote on Resolution 4, 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.

5. RESOLUTIONS 5 TO 10— ISSUE OF SHARES TO RELATED PARTIES

Resolutions 5 to 10 seek Shareholder approval to permit the Company to issue an aggregate of 1,675,000 Shares to related parties, being directors Boqing Zhang, Hai Huang, Libin Guo, Peter Wong, Nicholas Ong and Richard Buchta (**Related Parties**) as set out below:

Resolution	Related Party	Relationship to Company	Number of shares	Consideration
5	Boqing Zhang	Director	1,400,000	Services rendered
6	Hai Huang	Director	200,000	Services rendered
7	Libin Guo	Director	150,000	Services rendered
8	Peter Wong	Director	550,000	Services rendered

9	Nicholas Ong	Director	150,000	Services rendered
10	Richard Buchta	Director	75,000	Services rendered

Chapter 2E of the Corporations Act prohibits a public company from giving a financial benefit to a related party of a public company without the Shareholders approval unless the benefit falls within one of the various exceptions to the general prohibition. A “related party” for the purposes of the Corporations Act includes a director of the Company. “Financial Benefit” has a broad meaning and includes the issue of securities by a public company.

The proposed offer of Shares to Related Parties (or their nominees) will form part of their remuneration package. Given the circumstances of the Company and the Directors, the Directors consider that the proposed grant of Shares would constitute reasonable remuneration. Notwithstanding this, the Board has resolved that the Company should also seek Shareholder approval pursuant to Chapter 2E of the Corporations Act as a matter of good corporate governance.

Information required by Chapter 2E of the Corporations Act

For the purposes of section 219 of the Corporations Act and ASIC Regulatory Guide 76, the following information is provided to Shareholders to enable them to assess the merits of the resolution

a) The Related Parties to whom Resolutions 5 to 10 would permit the financial benefit to be given are Boqing Zhang, Hai Huang, Libin Guo, Peter Wong, Nicholas Ong and Richard Buchta by virtue of being Directors.

b) The nature of the financial benefit:

- (i) 1,400,000 Shares to Boqing Zhang;
- (ii) 200,000 Shares to Hai Huang;
- (iii) 150,000 Shares to Libin Guo;
- (iv) 550,000 Shares to Peter Wong;
- (v) 150,000 Shares to Zhinan Yin; and
- (vi) 75,000 Shares to Richard Buchta.

c) Reasons for giving the benefit:

The Shares are being issued to the Related Parties as a reward for past performance and services rendered.

d) The existing relevant interests of the Related Parties in securities of the Company are set out below:

Related Party	Shares	Options @ Various Prices
Boqing Zhang	6,459,621	1,500,000
Hai Huang	560,442	375,000

Libin Guo	1,100,560	237,500
Peter Wong	217,500	750,000
Chen Chik (Nicholas) Ong	41,214	150,000
Richard Buchta	18,750	150,000

e) Total remuneration package

Related Party	Current Financial Year (\$)	Previous Financial year (\$)
Boqing Zhang	AUD180,000 and CNY422,400	269,788
Hai Huang	40,000	50,000
Libin Guo	20,000	25,000
Peter Wong	120,000	120,000
Chen Chik (Nicholas) Ong	18,000	22,500 ¹
Richard Buchta	18,000	22,500

f) Dilution

A total of 2,525,000 Shares are proposed to be issued to the directors under Resolutions 5 to 10. The Company's issued share capital will increase from 23,049,926 Shares to:

- (i) 25,574,926 (assuming no other Shares are issued) with the effect that existing Shareholders will be diluted by 9.9%; or
- (ii) 28,004,926 (assuming all other Shares for which approval is sought under this Notice of Meeting are issued) with the effect that existing Shareholders will be diluted by 9.9%.

g) Valuation of the financial benefit to be given to the Related Parties:

The value of the Shares proposed to be issued to the Related Parties is set out below:

Related Party	Number of Shares	Value based on deemed issue price of US\$1.39 per Share (1AUD:0.68USD)
Boqing Zhang	1,400,000	A\$2,861,000
Hai Huang	200,000	\$408,800
Libin Guo	150,000	\$306,600
Peter Wong	550,000	\$1,124,200

Chen Chik (Nicholas) Ong	150,000	\$306,600
Richard Buchta	75,000	\$153,300

h) Other Information

The Directors are not aware of any other information that is reasonably required by Shareholders to allow them to make a decision on whether it is in the best interests of the Company to pass the Resolutions.

NSX Listing Rule 6.44

NSX Listing Rule 6.44 requires a listed company to obtain Shareholder approval by special resolution prior to the issue of securities to a related party. For the purposes of Listing Rule 6.44, the following information is provided about the proposed issue:

- (a) The Shares will be issued to Boqing Zhang, Hai Huang, Libin Guo, Peter Wong, Nicholas Ong and Richard Buchta, being Directors of the Company.
- (b) The maximum number of Shares to be issued to the Related Parties is as follows:
 - (i) 1,400,000 Shares to Boqing Zhang;
 - (ii) 200,000 Shares to Hai Huang;
 - (iii) 150,000 Shares to Libin Guo;
 - (iv) 550,000 Shares to Peter Wong;
 - (v) 150,000 Shares to Zhinan Yin; and
 - (i) 75,000 Shares to Richard Buchta.
- (c) the Shares will be issued in consideration for services. Accordingly, no funds will be raised from the issue.
- (d) the Shares will be issued no later than 1 month after the date of the Meeting (or such later date to the extent permitted by any NSX waiver or modification of the Listing Rules) and it is intended that the issues will occur on the same date.
- (e) the Shares will rank pari passu with existing Shares already on issue.
- (f) A voting exclusion statement is included in the Notice.

NSX Listing Rule 6.25

NSX Listing Rule 6.25 provides that a listed company must not, without shareholder approval, issue or agree to issue more equity securities during any 12 month period than that amount which represents 15% of the number of fully paid Ordinary Securities on issue at the commencement of that 12 month period (subject to specified exceptions).

In accordance with NSX Listing Rule 6.25, Resolutions 5 to 10 seek Shareholder approval to permit the Company to issue up to a total of 1,675,000 fully paid ordinary shares to the Directors and former director, Boqing Zhang, Hai Huang, Libin Guo, Peter Wong, Nicholas Ong and Richard Buchta (or their nominees) for services so that the new shares to be issued by the Company under Resolutions 5 to 10 will not be included in the Company's 15% annual capacity for the purposes of NSX Listing Rule 6.25.

The following information is provided to Shareholders for the purposes of NSX Listing Rule 6.25:

- (a) A maximum of 2,525,000 Shares are proposed to be issued under Resolutions 5 to 10;
- (b) the recipients are the directors Boqing Zhang, Hai Huang, Libin Guo, Peter Wong, and Nicholas Ong and Richard Buchta;
- (c) the Shares will be issued no later than one (1) month after the date of this Annual General Meeting;
- (d) the Shares will be issued in consideration for services. Accordingly, no funds will be raised from the issue;
- (e) the Shares will rank pari passu with existing Shares already on issue;
- (f) no funds will be raised by the Company for Shares issued under Resolutions 5 to 10; and
- (g) A voting exclusion statement for Resolutions 5 to 10 is included in the Notice of Meeting.

Recommendations

- a) Boqing Zhang declines to make a recommendation to Shareholders in relation to Resolution 5 as he has a material personal interest in the outcome of Resolution 5. Boqing Zhang and his associates will not be entitled to vote on Resolution 5. The Directors, other than Mr Boqing Zhang, recommends that Shareholders vote in favour of Resolution 5.
- b) Hai Huang declines to make a recommendation to Shareholders in relation to Resolution 6 as he has a material personal interest in the outcome of Resolution 6. Hai Huang and his associates will not be entitled to vote on Resolution 6. The Director, other than Hai Huang recommend that Shareholders vote in favour of Resolution 6.
- c) Libin Guo declines to make a recommendation to Shareholders in relation to Resolution 7 as he has a material personal interest in the outcome of Resolution 7. Libin Guo and his associates will not be entitled to vote on Resolution 7. The Directors, other than Libin Guo recommend that Shareholders vote in favour of Resolution 7.
- d) Peter Wong declines to make a recommendation to Shareholders in relation to Resolution 8 as he has a material personal interest in the outcome of Resolution 8. Peter Wong and his associates will not be entitled to vote on Resolution 8. The Board, other than Peter Wong, recommend that Shareholders vote in favour of Resolution 8.
- e) Nicholas Ong declines to make a recommendation to Shareholders in relation to Resolution 9 as he has a material personal interest in the outcome of Resolution 9. Nicholas Ong and his associates will not be entitled to vote on Resolution 9. The Board, other than Nicholas Ong, recommends that Shareholders vote in favour of Resolution 9.
- f) Richard Buchta declines to make a recommendation to Shareholders in relation to Resolution 10 as he has a material personal interest in the outcome of Resolution 10. Richard Buchta and his associates will not be entitled to vote on Resolution 10. The Board, other than Richard Buchta, recommends that Shareholders vote in favour of Resolution 10.

In forming their recommendations, each Director considered the experience and contribution of each other Related Party, the current market price of Shares and the current market practices when determining the number of Shares to be issued.

As each of the Resolutions 5 to 10 are special resolutions, each Resolution must be approved by at least 75% of the total number of votes cast by Shareholders entitled to vote on the resolution.

The Chairman of the Meeting will cast undirected proxies in favour of the Resolutions 5 to 10. 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 5 to 10, 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.

6. RESOLUTION 11 - WITHDRAWAL OF LISTING ON NSX

6.1 General

Resolution 11 is a special resolution to authorise the Directors to withdraw the Company's listing on the NSX.

6.2 Overview of the NSX delisting proposal

As announced by the Company on 22 December 2021, the Company filed a Registration Statement with the SEC and applied to list on Nasdaq.

As stated in the notice of meeting dated 27 June 2022 and 22 May 2023, the Board believes that the Company's growth plans require capital beyond the Company's current capabilities as an NSX listed entity, given the listing on NSX has provided very minimal liquidity for the Company's Shares.

The Board considers that the proposed Nasdaq Listing is in the best interests of the Company's Shareholders as it provides greater access to equity capital.

Key advantages of the Nasdaq Listing include:

- greater ability for the Company to expand its Shareholder base by creating improved marketability and liquidity of the Company's Securities;
- improved access to equity capital markets, prospective investors and fundraising opportunities to support its growth plans; and
- potential to improve the Company's public recognition, commercial standing and investor profile.

4.3 Inability to maintain NSX Listing if Shares listed on Nasdaq

Due to the regulatory requirements associated with the maintenance of a register for a security registered with the SEC, which shall be imposed on the Company and a registrar in Australia, it is not possible for the Company to be dual listed on the NSX and Nasdaq in the Company's circumstances.

Section 17A(c) of the Securities Exchange Act of 1934 requires that transfer agents be registered with the SEC. If the Company's Shares are listed on Nasdaq and are registered with the SEC, only an SEC registered transfer agent may maintain all or part of the Company's share register. This includes a share register managed in Australia. As registrars in Australia are not SEC registered, the Company is required to delist from the NSX before any Nasdaq listing with all Shareholders being automatically repositioned onto the US branch share register, to be managed by Computershare Trust Company N.A, the Company's US Transfer Agent.

All Shares will be repositioned to the US branch share register following the consolidation as part of the delisting process.

On the US branch share register there are certificated shareholdings, accordingly it would be expected that these holders (and any others holding book-entry positions) would need to exchange their pre-Consolidation shares for post-Consolidation shares via a Letter of Transmittal process managed in the US.

Shareholders that hold their shares on the US branch share register in certificated or in book-entry positions will need to exchange their pre-Consolidation shares for post-Consolidation shares. This will be done via a letter of transmittal process managed in the United States. Each shareholder will be provided with instructions from the Company's exchange agent. Common items each shareholder will be required to provide include, but are not limited to: a completed IRS Form W-9 or W-8BEN (or IRS Form W-8) as applicable, certificates, if any, representing the securities being exchanged, an original stock power and an accredited investor questionnaire.

On the US branch share register, a Shareholder's Shares will be registered directly in the same name(s) as they were recorded on the Australian principal share register, and be held in uncertificated form (i.e. book entry) through the Direct Registration System (**DRS**), being a similar format to issuer sponsorship in Australia.

Shareholders will be sent, by post, a DRS advice, confirming their shareholding and new Holder Account Number.

For the Shares held in DRS form, if a Shareholder has a US broker and wishes to deposit their Shares into their broker account within DTC (the US central securities depository, equivalent to CHESS in Australia), the Shareholder will be required to provide their nominated US broker with the following information as displayed on their DRS advice:

- Holder Account Number;
- registration details; and
- share balance,
- US Tax ID number if applicable

their US broker, can then draw these Shares electronically into their custody account.

Alternatively, Shareholders who wish to transact in their Shares, may apply to Computershare US to use its DRS trading facility for any unrestricted shares, where valid trading instructions will be conducted on Nasdaq.

Separately to the process above relating to Shares, following any Consolidation and Delisting, the Options and Convertible Notes will be maintained on the Company's in-house register and not by the US Transfer Agent.

Accordingly, Shareholder approval is sought for the voluntary withdrawal of the Company's listing from NSX (**NSX Delisting**) in anticipation of receiving approval from Nasdaq to list on Nasdaq.

6.4 Timing and risk

The Company intends to delist in the period following the Consolidation and before listing on Nasdaq. As Nasdaq does not provide conditional approval for listing in the ordinary course, there is a risk that the Company could delist from the NSX in anticipation of listing on Nasdaq but not achieve listing. This would mean that Shareholders would hold their securities in an unlisted company and therefore be unable to trade on either the NSX or the OTC.

The Directors intend to mitigate this risk and propose to implement the delisting from the NSX only when the Nasdaq listing is reasonably certain.

In the event that the Company delists from the NSX and its Nasdaq listing does not for any reason proceed, the Company intends to seek an alternative listing on other U.S. stock exchanges such as the NYSE America (formerly known as the American Stock Exchange) or international stock exchanges in Hong Kong, London or Frankfurt.

6.5 NSX Listing Rule Requirements

NSX Listing Rule 2.25 (Section 2A) requires, among other things, that an entity seeking to withdraw its listing on NSX obtain the approval of three quarters (3/4) of each class of its listed securities at a general meeting (i.e. a special resolution). Accordingly, the NSX Delisting will not be implemented unless at least 75% of votes cast by Shareholders eligible to vote are in favour of Resolution 19.

Further, NSX Listing Rule 2.25 (Section 2A) requires an entity to give NSX 90 days prior written notice of the proposed withdrawal of listing. NSX has confirmed that this requirement has been met.

6.6 Indicative timetable

The indicative timetable for the NSX Delisting is shown below. Any change to the key dates will be announced to the NSX.

Delisting and repositioning to US register		
Notice to Computershare (5 business days) and NSX of delisting and suspension of Company on NSX and OTC	0	To be advised
Delisting from NSX Closure of CHESS subregister	+1	
Commencement of the process to reposition all shareholders to US branch share register.	+2	
Despatch of the Direct Registration System advices	+ 9	
Listing on Nasdaq		
Effective Date of Registration Statement	0	
Pricing of Offer		
Issue of Offer Shares to Underwriter	+3	
Trading commences on Nasdaq*		On a date approved by NASDAQ.

To the extent permitted by the NSX, it is the Company's intention to remain trading until BTG is officially delisted from the NSX and listed on NASDAQ.

6.7 Other Material information

(a) Securities Act Rule 144

Federal securities laws may deem certain securities as restricted or control securities. Under US federal securities laws, all offers and sales of securities must be registered with the SEC or qualify for some exemption from the registration requirements.

All of the shares sold into the Nasdaq Listing will be freely transferable in the United States by persons other than “affiliates,” as that term is defined in Rule 144 under the Securities Act. Accordingly, an “affiliate” of an issuer is a person that directly, or indirectly through one or more intermediaries, controls, or is controlled by, or is under common control with, the issuer. Shares purchased by an affiliate may not be resold, except pursuant to an effective registration statement or an exemption from registration, including Rule 144 under the Securities Act (as described below).

It is anticipated that all of the directors, executive officers and shareholders who beneficially own one percent or more of the Company’s Shares will agree with the Underwriter not to, without the prior consent of the Underwriter’s representatives, for a period of 12 months in the case of officers and directors and 270 days in the case of Shareholders, following the date of effectiveness of the Form S-1, offer, sell, contract to sell, pledge, grant any option to purchase, purchase any option or contract to sell, right or warrant to purchase, make any short sale, file a registration statement (other than a registration statement on Form S-8) with respect to, or otherwise dispose of (including entering into any swap or other arrangement that transfers to another, in whole or in part, any of the economic consequence of ownership interests) any Shares or any securities that are convertible into or exchangeable for, or that represent the right to receive, Shares or any substantially similar securities (other than pursuant to employee share option plans existing on, or upon the conversion or exchange of convertible or exchangeable securities outstanding.

All of the Company’s Shares outstanding prior to the Nasdaq listing are “restricted shares” as that term is defined in Rule 144 under the Securities Act and may be sold publicly in the United States only if they are subject to an effective registration statement under the Securities Act or pursuant to an exemption from the registration requirements. Under Rule 144 as currently in effect, a person who has beneficially owned the Company’s restricted shares for at least six months is generally entitled to sell the restricted securities without registration under the Securities Act beginning 90 days after the date of effectiveness of the registration statement, subject to certain additional restrictions.

The Company’s affiliates are subject to additional restrictions under Rule 144. Affiliates may only sell a number of restricted shares within any three-month period that does not exceed the greater of the following:

- 1% of the then outstanding Ordinary Shares; or
- the average weekly trading volume of the Ordinary Shares on Nasdaq during the four calendar weeks preceding the date on which notice of the sale is filed with the SEC

Affiliates who sell restricted securities under Rule 144 may not solicit orders or arrange for the solicitation of orders, and they are also subject to notice requirements and the availability of current public information about the Company.

Persons who are not affiliates are only subject to one of these additional restrictions, the requirement of the availability of current public information about the Company, and this additional restriction does not apply if they have beneficially owned the Company’s restricted shares for more than one year.

(b) Rule 701

In general, under Rule 701 of the Securities Act as currently in effect, each of the Company’s employees, consultants or advisors who purchases the Company’s Shares in connection with a compensatory stock or option plan or other written agreement relating to compensation is eligible to resell such Ordinary Shares 90 days after the Company becomes a reporting company

under the Exchange Act in reliance on Rule 144, but without compliance with some of the restrictions, including the holding period, contained in Rule 144.

(c) **No other information**

There is no other information considered by the Board as material to the making of a decision by a Shareholder as to whether or not to approve Resolution 11 (being information that is known to any of the Directors and which has not been previously disclosed to Shareholders) other than as disclosed in this Explanatory Statement.

6.8 Board Recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolution 11 for the reasons outlined in this Explanatory Statement.

7. RESOLUTIONS 12– CHANGE OF AUDITOR

7.1 General

In accordance with section 328B(1) Corporations Act, the Company has received a written notice of nomination from Mr Peter Wong, being a shareholder of the Company, nominating DFK Laurence Varnay Auditors Pty Ltd (“DFK”) as the new auditor of the Company. A copy of the notice of nomination of DFK received by the Company is attached as Annexure A.

The Company has approached DFK to act as auditor of the Company. The appointment shall deliver cost savings to the Company. The Company also noted that DFK is registered as an auditor under section 1280 Corporations Act and is a well-established audit firm with global brand recognition and global experience. Consequently, subject to the Company receiving all necessary approvals from ASIC and shareholder approval at the Meeting, DFK has been nominated and selected to become the new auditor of the Company.

UHY Haines Norton (“UHY”) does not provide other services to the Company and the Company confirms that it is unaware of any matter or circumstances that would give rise to a ‘conflict of interest situation’, as defined in section 324CD Corporations Act, in relation to the Company.

DFK has confirmed that it is unaware of any matter or circumstance that would give rise to a conflict of interest situation, as defined in section 324CD of the Corporations Act, in relation to the appointment. Subject to the ASIC's consent to the resignation of UHY, DFK has consented in writing to act as auditor of the Company for the purposes of section 327B of the Corporations Act. As at the date of this Notice of Meeting, DFK has not withdrawn its consent.

As a consequence, the Company has requested UHY 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. UHY has been the auditor of the Company since the 2010 financial year. The Board has been satisfied with the services of UHY as Company auditor and thanks UHY for its services provided.

As the auditor cannot resign without ASIC's consent, Resolution 12 is conditional on ASIC's consent. If ASIC does not grant its consent, UHY will continue to hold office as the Company's auditor.

Resolution 12 seeks Shareholder approval for the appointment of DFK as the Company's auditor upon the resignation of UHY. Resolution 12 is conditional on UHY receiving ASIC's consent to its resignation as the Company's auditor, and subject to that consent being granted, DFK'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.

8.2 Board Recommendation

Subject to ASIC consenting to UHY's resignation as the Company's Auditor, the Directors unanimously recommend that Shareholders vote in favour of Resolution 12 to appoint DFK as the Company's auditor on the later of the close of the Meeting or ASIC consenting to the resignation of the previous auditor.

8. RESOLUTIONS 13 – 15: ISSUE OF SECURITIES IN THE COMPANY

8.1 Background

Resolution 13 seeks Shareholder approval for the Company to issue up to 10,000,000 Shares at an issue price of no less than US\$4 for the purpose of the Company's IPO listing on Nasdaq. Funds raised from the issue will provide the Company with working capital to fund its clinical trials and business developments.

As at the date of this Notice, the pricing of the Nasdaq Public Offering and amount to be raised has not been determined and is not expected to be determined until just before listing. Therefore, the actual number of shares to be issued cannot yet be determined. The number of Shares proposed to be issued for the purpose of the Nasdaq Public Offering and issue price of those shares will be determined by the Company in conjunction with the Underwriter following the effectuation of a consolidation of the Company's Shares and with regard to market conditions. Whilst approval for a maximum number of 10,000,000 Shares is sought, the actual number of Shares issued could be less than this. If the issue price is greater than the minimum issue price of US\$4 per Share then less Shares are likely to be issued.

As at the date of this Notice, the Registration Statement is not yet effective and whilst the Company's application for listing is progressing, it will not be determined until, among other things, pricing of the offer. The Board [has already done](#) a consolidation in 2023 in order to meet the Nasdaq listing requirements for a minimum offer price of USD4.

To facilitate the Company's proposed Nasdaq listing, the Company seeks shareholder approval for the issue of a maximum number of Shares at a minimum issue price of USD4 for the purpose of the Nasdaq Public Offering.

The Company intends to issue the Securities the subject of Resolutions 13 and 14 to the Underwriter for the purpose of selling the Shares to subscribers under the prospectus. As at the date of this Notice, the proposed underwriting agreement has not been executed. The material terms of the underwriting agreement will be announced to the market upon execution. The Company anticipates that the material terms of the underwriting agreement will include an **Underwriter Over-Allotment Option** exercisable within 45 days after the date of the Prospectus to purchase additional shares equal to 15% of the total number of Shares sold into the Nasdaq Public Offering at the Nasdaq Public Offering issue price for the purpose of over allotments (if any) less underwriting discounts and commissions (Resolution 14);

As at the date of this Notice, the Company is unable to estimate the number of Shares that may be issued as a result of the Underwriter Over-Allotment Option as the terms of the underwriting agreement are not finalised, the total offering amount is not yet determined and the number of Shares sold into the Nasdaq Public Offering will not be known until following the Company's listing and sale of Shares. Resolution 14 is therefore based on maximum numbers of Securities for which Shareholder approval is sought.

Resolution 15 seeks Shareholder approval for the issue Underwriter Warrants. On the Closing Date, the Company proposes to issue the Underwriter with that number of warrants for the purchase of

Shares representing 6% of the Nasdaq Public Offering Shares. The Underwriter warrants may be exercised in whole or in part commencing on a date which is 180 days after the Effective Date and expiring on 5-year anniversary of the Effective Date at an initial exercise price per share equal to 115% of the Nasdaq Public Offering issue price.

If Shareholder approval for Resolutions 13 to 15 is given, Shares will be issued to new investors on a date decided by the Company and the Underwriter after the Registration Statement is declared effective by the Securities and Exchange Commission. Further, ASIC relief (as set out in section 2.3 below) is required before any Shares can be issued to the Underwriter.

8.2 Listing Rule 6.25

Subject to specified exceptions, Listing Rule 6.25 provides that a listed company must not, without shareholder approval, issue more Equity Securities during any 12-month period than that amount which represents 15% of the number of Equity Securities in the same class on issue at the commencement of that 12 month period.

In accordance with NSX Listing Rule 6.25, Shareholder approval is sought to allow the Company to issue:

- (a) up to 10,000,000 Shares pursuant to Resolution 13;
- (b) 15% of the Shares sold into the Nasdaq Public Offering upon the exercise of the Underwriter Over-Allotment Option pursuant to Resolution 14; and
- (c) Underwriter Warrants equal to 6% of the total shares sold into the Nasdaq Public Offering pursuant to Resolution 15.

If Resolutions 13 to 15 are approved by Shareholders, any Securities issued by the Company pursuant to these Resolutions will not be included in the Company's 15% annual capacity for the purposes of NSX Listing Rule 6.25.

8.3 ASIC relief and s606(1) of the Corporations Act

Section 606(1) of the Corporations Act prohibits a person from acquiring a relevant interest in voting shares of a Company that is subject to the takeover provisions if that would result in any person's voting power exceeding the 20% threshold unless a specified exception applies.

Section 609(1) of the Corporations Act provides that a person has a relevant interest in securities if among other things they have power to dispose of, or control the exercise of a power to dispose of the securities. Under the Lock-Up Agreement arrangement outlined in Section 4.7(a) of this Explanatory Memorandum, the Underwriter will have control over the disposal of the Shares for the term of the agreement and will therefore have a relevant interest in those Shares.

The Shares proposed to be issued to the Underwriter if Resolutions 13 and 14 are approved, together with the Shares the subject of anticipated Lock-Up Agreements, will exceed the 20% threshold referred to in section 606(1) of the Corporations Act.

ASIC relief will be sought prior to the issue of any Shares to the Underwriter and execution of any Lock-Up agreements. The relief will be sought on 2 basis:

- (a) to enable the Underwriter to rely on an exception to the prohibition in section 606(1) of the Corporations Act, namely item 13 in section 611 in relation to the shares proposed to be issued under Resolutions 13 and 14, which exception would otherwise be available if the disclosure document was a prospectus lodged with ASIC; and

- (b) to facilitate the lock up (or voluntary escrow) arrangements (set out in section 4.7(a) below) so that the relevant interests of the Underwriter arising from the arrangements are disregarded for the purposes of the takeover provisions.

8.4 Impact of capital structure and maximum potential dilution

- (a) Set out below in **Table 1** is the maximum potential dilution to shareholders (assuming no options are exercised or convertible notes converted) if Resolution 13 is approved and Shares are issued pursuant to that Resolution. This table also excludes the impact of the issue of any Shares which may be issued to the Underwriter pursuant to the Underwriter Over-Allotment Option and Underwriter Warrants, outlined in Section 2.1 above.

Table 1: Maximum potential dilution

Note: Dilution percentages have been rounded to the nearest whole number.

Number of Shares on Issue	23,049,926
Number of Shares to be Issued	(Dilution %)
Issuing 5,000,000 shares	17.83%
Issuing 6,000,000 shares	20.65%
Issuing 7,000,000 shares	23.29%
Issuing 8,000,000 shares	25.76%
Issuing 9,000,000 shares	28.08%
Issuing 10,000,000 shares	30.26%

8.5 Additional information in relation to Resolution 13 – Issue of Shares to Underwriter

The following information is provided to Shareholders for the purposes of Listing Rule 6.25:

- (a) the maximum number of Shares for which shareholder approval is sought under Resolution 13 is 10,000,000;
- (b) the Shares will be issued to the Underwriter for the purpose of the Nasdaq Public Offering. The Underwriter are not related parties of the Company;
- (c) no Shares pursuant to Resolution 13 will be issued to related parties of the Company or their associates;
- (d) the issue price of the Shares will be no less than US\$4.
- (e) the Shares will rank pari passu with ordinary shares already on issue;
- (f) the Company intends to use the funds raised from the Nasdaq Public Offering as follows:
- (i) to commence the Company's planned phase II clinical trials for the PENAO product candidate to be conducted in Australia and China;

- (ii) to advance gamma delta T-cell therapy through phase I and phase II clinical trials in China and Japan;
- (iii) to advance other clinical trials including DC Vaccine, Protein Modifier R8, and Single Domain Antibody Treatment for Coronaviruses;
- (iv) for general corporate purposes, which may include working capital, improvement of corporate facilities, other general and administrative matters including strategic acquisitions, investments and alliances.

The use of funds outlined above is a statement of current intentions based on present plans and business conditions and are subject to change as our plans and general conditions evolve. The amounts and timing of the Company's actual use of net proceeds from the Offer may vary depending on numerous factors, including the progress of our clinical development of our product candidates and ongoing clinical trials. As such, the Company's management will have broad discretion in the application of the net proceeds from the Offer.

- (g) A voting exclusion statement is included in the Notice of Meeting.

8.6 Additional information in relation to Resolution 14 – Issue of Shares pursuant to Underwriter Over-Allotment Option

The following information is provided to Shareholders for the purposes of Listing Rule 6.25:

- (a) The Underwriter Over-Allotment Option is an over-allotment option enabling the Underwriter to purchase at the issue price of the Nasdaq Public Offering additional Shares equal to 15% of the number of shares sold into the Nasdaq Public Offering by the underwriter to the public.
- (b) The maximum number of Shares for which shareholder approval is sought under Resolution 14 is 15% of the number of Shares sold into the Nasdaq Public Offering.
- (c) The Underwriter Over-Allotment Option is exercisable within 45 days after the date of the Company's prospectus.
- (d) Shares issued to the Underwriter upon exercise of the Underwriter Over -Allotment Option will rank pari passu with ordinary shares already on issue;
- (e) The Underwriter are not related parties of the Company;
- (f) No Shares pursuant to Resolution 14 will be issued to related parties of the Company or their associates;
- (g) The intended use of any funds raised by the issue of Shares pursuant to Resolution 2 is set out as is set out at paragraph 2.4(f) above.
- (h) A voting exclusion statement is included in the Notice of Meeting.

8.7 Additional information in relation to Resolution 15 – Issue of Underwriter Warrants

The following information is provided to Shareholders for the purposes of Listing Rule 6.25:

- (a) The Company seeks Shareholder approval under Resolution 15 for the issue of that number of Underwriter Warrants equal in number to 6% of the total number of Shares sold into the Nasdaq Public Offering.

- (b) The Underwriter Warrants will be issued to the Underwriter as remuneration.
- (c) The Underwriter are professional and /or sophisticated investors and are not related parties of the Company.
- (d) No securities issued pursuant to Resolution 15 will be issued to related parties of the Company or their associates.
- (e) The Underwriter Warrants will be issued for nil cash consideration as they are issued for the purposes of remuneration.
- (f) The Underwriter Warrants are exercisable in whole or in part on a date which is 180 days after the Effective Date and expire on the 5 year anniversary of the Effective Date.
- (g) The exercise price of the Underwriter Warrants will be 115% of the public offer price of the Shares sold into the Nasdaq Public Offering.
- (h) Shares issued to the Underwriter upon exercise of the Underwriter Warrants will rank pari passu with ordinary shares already on issue;
- (i) The intended use of any funds raised by the issue of Shares on exercise of the Underwriter Warrants is set out at paragraph 2.4(f) above.

A voting exclusion statement is included in the Notice of Meeting

8.8 Ordinary resolution

Resolutions 13 to 15 are ordinary resolutions and must be approved by more than 50% of the total number of votes cast by Shareholders entitled to vote on the resolution.

8.9 Board Recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolutions 13 to 15 for the reasons outlined in this Explanatory Statement.

9. ENQUIRIES

Shareholders are required to contact the Company Secretary, Mr Chen Chik (Nicholas) Ong, on (+61 8) 9486 4036 if they have any queries in respect of the matters set out in these documents.

GLOSSARY

AEST means Australian Eastern Standard Time

Annual General Meeting or **Meeting** means the meeting convened by the Notice.

ASIC means the Australian Securities and Investments Commission.

Board means the current board of directors of the Company.

Chair means the Chair of the Meeting.

Closely Related Party of a member of the Key Management Personnel means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependent of the member or 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 dealing with the entity;
- (e) a company the member controls; or
- (f) a person prescribed by the *Corporations Regulations 2001 (Cth)*.

Company means BERONI GROUP LIMITED (ACN 613 077 526).

Constitution means the Company's constitution.

Corporations Act means the Corporations Act 2001 (Cth).

Directors means the current directors of the Company.

Directors' Report means the annual directors' report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities.

Equity Securities includes a Share, a right to a Share or Option, an Option, a convertible security and any security that NSX decides to classify as an Equity Security.

Explanatory Statement means the explanatory statement accompanying the Notice.

Key Management Personnel has the same meaning as in the accounting standards and broadly includes those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any director (whether executive or otherwise) of the Company.

Notice or **Notice of Meeting** or **Notice of Annual General Meeting** means this notice of annual general meeting including the Explanatory Statement and the Proxy Form.

NSX means National Stock Exchange of Australia Limited ABN 11 000 902 063 or the National Stock Exchange, as the context requires.

NSX Listing Rules means the Listing Rules of NSX.

Ordinary Securities has the meaning set out in the NSX Listing Rules.

Proxy Form means the proxy form accompanying the Notice.

Remuneration Report means the Remuneration Report as attached to this notice of AGM.

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

Section means a section contained in this Explanatory Memorandum.

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

Shareholder means a holder of a Share.

Underwriter's Over-Allotment Option has the meaning given to it in section 8.1.

Underwriter Warrants has the meaning given to it in section 8.1.

Underwriter means Joseph Stone Capital, LLC of 200 Old Country Road, Suite 610 Mineola New York 11501 or any other underwriter appointed by the Company-

**PROXY FORM
APPOINTMENT OF PROXY
BERONI GROUP LIMITED
ACN 613 077 526**

ANNUAL GENERAL MEETING

I/We

of

Appoint

being a member of BERONI GROUP LIMITED entitled to attend and vote at the Annual General Meeting, hereby

Name of proxy

OR

☐

the Chair of the Annual General Meeting as your proxy

or failing the person so named or, if no person is named, the Chair of the Annual General Meeting, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given the Chairman intends to vote in favour of each item of business, and subject to the relevant laws as the proxy sees fit, at the Annual General Meeting to be held at 10:00am (AEST), on 1 October 2024 at Level 16, 175 Pitt Street, Sydney NSW 2000 Australia and at any adjournment thereof.

Voting on Business of the Annual General Meeting

	FOR	AGAINST	ABSTAIN
RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
RESOLUTION 2 – ELECTION AND RE-ELECTION OF DIRECTOR – MR BOQING (JACKY) ZHANG	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
RESOLUTION 3 – ELECTION AND RE-ELECTION OF DIRECTOR – DR RICHARD BUCHTA	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
RESOLUTION 4 – ISSUE OF NEW SHARES IN THE COMPANY TO EMPLOYEES AND SCIENTISTS	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
RESOLUTION 5 – ISSUE OF SHARES TO RELATED PARTY – MR BOQING ZHANG	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
RESOLUTION 6 – ISSUE OF SHARES TO RELATED PARTY – MR HUANG HAI	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
RESOLUTION 7 – ISSUE OF SHARES TO RELATED PARTY – MR LIBIN GUO	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
RESOLUTION 8 – ISSUE OF SHARES TO RELATED PARTY – MR PETER WONG	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
RESOLUTION 9 – ISSUE OF SHARES TO RELATED PARTY – MR NICHOLAS ONG	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
RESOLUTION 10 – ISSUE OF SHARES TO RELATED PARTY – MR RICHARD BUCHTA	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
RESOLUTION 11 – CONDITIONAL WITHDRAWAL OF LISTING ON NSX	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
RESOLUTION 12 – CHANGE OF AUDITOR	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
RESOLUTION 13 – ISSUE OF SHARES TO UNDERWRITER	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
RESOLUTION 14 – ISSUE OF SHARES PURSUANT TO UNDERWRITER OVER-ALLOTMENT OPTION	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
RESOLUTION 15 – ISSUE OF UNDERWRITER WARRANTS	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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

If two proxies are being appointed, the proportion of voting rights this proxy represents is

Signature of Member(s):

Date: _____

Individual or Member 1

Member 2

Member 3

Sole Director/Company Secretary

Director

Director/Company Secretary

Contact Name: _____ **Contact Ph (daytime):** _____

BERONI GROUP LIMITED
ACN 613 077 526

Instructions for Completing 'Appointment of Proxy' Form

1. **(Appointing a Proxy):** A member entitled to attend and cast a vote at an Annual General Meeting is entitled to appoint a proxy to attend and vote on their behalf at the meeting. If the member is entitled to cast 2 or more votes at the meeting, the member may appoint a second proxy to attend and vote on their behalf at the meeting. However, where both proxies attend the meeting, voting may only be exercised on a poll. The appointment of a second proxy must be done on a separate copy of the Proxy Form. A member who appoints 2 proxies may specify the proportion or number of votes each proxy is appointed to exercise. If a member appoints 2 proxies and the appointments do not specify the proportion or number of the member's votes each proxy is appointed to exercise, each proxy may exercise one-half of the votes. Any fractions of votes resulting from the application of these principles will be disregarded. A duly appointed proxy need not be a member of the Company.
2. **(Direction to Vote):** A member may direct a proxy how to vote by marking one of the boxes opposite each item of business. Where a box is not marked the proxy may vote as they choose. Where more than one box is marked on an item the vote will be invalid on that item.
3. **(Signing Instructions):**
 - **(Individual):** Where the holding is in one name, the member must sign.
 - **(Joint Holding):** Where the holding is in more than one name, all of the members should sign.
 - **(Power of Attorney):** If you have not already provided the Power of Attorney with the registry, please attach 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, that person must sign. Where the company (pursuant to Section 204A of the Corporations Act) does not have a company secretary, a sole director can also sign alone. Otherwise, a director jointly with either another director or a company secretary must sign. Please sign in the appropriate place to indicate the office held.
4. **(Attending the Meeting):** Completion of a Proxy Form will not prevent individual members from attending the Annual General Meeting in person if they wish. Where a member completes and lodges a valid Proxy Form and attends the Annual General Meeting in person, then the proxy's authority to speak and vote for that member is suspended while the member is present at the Annual General Meeting.
5. **(Return of Proxy Form):** To vote by proxy, please complete and sign the enclosed Proxy Form and return by:
 - (a) post to Minerva Corporate, PO Box 5638, St Georges Tce, Perth, WA 6831; or
 - (b) email to: Nicholas.ong@minervacorporate.com.au,so that it is received not less than 48 hours prior to commencement of the Meeting.

Proxy forms received later than this time will be invalid.