

## **EXPLANATORY STATEMENT**

This Explanatory Statement is intended to provide shareholders with sufficient information to assess the merits of the resolutions contained in the accompanying Notice.

The Directors recommend Shareholders read this Explanatory Statement in full before making any decision in relation to the resolutions.

The following information should be noted in respect of the various matters contained in the accompanying Notice and should be read in conjunction with the Notice of Meeting.

### **1. Financial Statements and Reports**

The Corporations Act requires the Company's Annual Financial Report, the Directors' Report and the Auditor's Report for the year ended 31 December 2024 to be laid before the AGM. Shareholders will be provided with a reasonable opportunity to ask questions about the reports. There is no requirement either in the Corporations Act or the Company's Constitution that the Shareholders vote on or approve the reports.

Shareholders can access a copy of the Company's Annual Financial Report, the Directors' Report and the Independent Auditor's Report for the year ended 31 December 2024 on the National Stock Exchange of Australia's (NSX) website: [www.nsx.com.au](http://www.nsx.com.au)

### **2. Resolution 1 – Remuneration Report**

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 directors of the company.

The Remuneration Report sets out the Company's remuneration arrangements for Key Management Personnel of the Company. The Remuneration Report is part of the Directors' Report contained in the annual financial report of the Company for the financial year ending 31 December 2024. A reasonable opportunity will be provided for discussion of the Remuneration Report at the Annual General Meeting.

#### **Voting consequences**

Under the Corporations Act, if at least 25% of the votes cast on a remuneration report resolution are voted against the adoption of the remuneration report in two consecutive annual general meetings, the company will be required to put to shareholders a

**ANTI-AGAING HOUSE HOLDING LIMITED**

(Company Number: BVI-1570095 ARBN-606301106)

(Incorporated in British Virgin Islands)

resolution proposing the calling of an extraordinary general meeting to consider the appointment of directors of the company at the second annual general meeting (Spill Resolution).

If more than 50% of shareholders vote in favor of the Spill Resolution, the company must convene the extraordinary general 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 financial year ended immediately before the second annual general meeting) was approved, other than the executive directors 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 by the shareholders will be the directors of the company.

**Voting Restrictions**

Members of the Key Management Personnel and their proxies and Closely Related Parties are restricted from voting on a resolution put to Shareholders that the Remuneration Report of the Company be adopted. Key Management Personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the entity, directly or indirectly, including any Director (whether executive or otherwise) of that entity.

The voting restriction does not apply where:

(a) The Chairman or any other member of the Key Management Personnel is appointed in writing (by a Shareholder who is not a member of the Key Management Personnel or a Closely Related Party of Key Management Personnel) as a proxy with specific instructions on how to vote on a resolution to adopt the Remuneration Report of the Company; or

(b) the Chairman is appointed in writing (by a Shareholder who is not Key Management Personnel or a Closely Related Party of Key Management Personnel) as a proxy with no specific instructions on how to vote on a non-binding shareholder vote on remuneration, where the Shareholder provides express authorization for the Chairman to do so.

**3. Resolution 2 – Re-election of Mr. Chen Dongliang**

In accordance with the Clause 19 of the Company's Articles of Association, the director shall retire and being eligible for re-election offer them self for re-election at the annual general meeting of shareholders.

The directors (other than Mr. Chen Dongliang) recommend that shareholders vote in favor of Resolution 2.

**4. Resolution 3 – Re-appoint Xutai Certified Public Accountants as the Auditors of the Company and to authorize the Directors to determine their remuneration**

The Company Seeks to re-appoint Shenzhen Xutai Certified Public Accountants LLP as the Auditors of the Company.

The Directors unanimously recommend that Shareholders vote in favor of Resolution 3.

**By Order of the Board,**



Mr. Chen Dongliang  
Executive Director