

Netccentric Limited
(Company Registration
No. 200612086W)
600 North Bridge Road,
#23-01 Parkview Square,

<http://www.netccentric.com>



Netccentric Limited

Notice of 2022 Annual General Meeting

Explanatory Statement | Proxy Form

26 May 2022

2:00PM (MYT)

Address

Menara HLX, Level 6, 3 Jalan Kia Peng, 50450 Kuala Lumpur, Malaysia

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.

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Important Information for Shareholders about the Company's 2022 AGM

Given the uncertainty surrounding the COVID-19 pandemic, by the time this Notice is received by Shareholders, circumstances may have changed, however, this Notice is given based on circumstances as at 4 May 2022.

Accordingly, should circumstances change, the Company will make an announcement on the ASX market announcements platform and on the Company's website at <http://www.netccentric.com>. Shareholders are urged to monitor the ASX announcements platform and the Company's website.

Venue and Voting Information

The Annual General Meeting of the Shareholders to which this Notice of Meeting relates will be held at 2:00pm (MYT) on 26 May 2022 as a hybrid meeting (**AGM** or **Meeting**):

- Physically at Menara HLX, Level 6, 3 Jalan Kia Peng, 50450 Kuala Lumpur, Malaysia; and
- Virtually by zoom

Given the ongoing health concerns associated with the COVID-19 pandemic, Securityholders are encouraged to attend the meeting virtually and can do so by registering through the following link: https://us02web.zoom.us/webinar/register/WN_BoEF1QyiQ9u-wHfUCTf7Yw

After registering, you will receive a confirmation containing information on how to attend the virtual meeting on the day of the AGM.

Shareholders and CDI Holders will be able to ask questions at the virtual meeting however are encouraged to submit questions in advance of the Meeting to the Company.

Questions must be submitted in writing to the Company Secretary at lee.tamplin@automicgroup.com.au at least 48 hours before the AGM.

Securityholders will have the opportunity to ask questions during the Meeting in respect to the formal items of business as well as general questions in respect to the Company and its business.

Your vote is important

The business of the AGM affects your securityholding and your vote is important.

Voting in person

Only Shareholders are able to vote during the Meeting.

If you are a CDI Holder you are welcome to attend the AGM either in person or via zoom (as set out above) but you cannot vote.

CDI Holders wishing to have their vote counted should complete the CDI Voting Instruction Form included with this Notice of Meeting or online per the instructions below.

Voting by proxy

To vote by proxy (applicable to Shareholders only) or to lodge your voting instruction (applicable to CDI Holders only), please use one of the following methods:

Online	Lodge the Proxy Form/CDI Voting Instruction Form online at https://investor.automic.com.au/#/loginsah by following the instructions: Login to the Automic website using the holding details as shown on the Proxy Form/CDI Voting Instructions Form. Click on 'View Meetings' – 'Vote'. To use the online lodgement facility, Securityholders will need their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) as shown on the front of the Proxy Form or CDI Voting Instruction Form.
By post	Automic, GPO Box 5193, Sydney NSW 2001
By hand	Automic, Level 5, 126 Phillip Street, Sydney NSW 2000

Your Proxy Form or CDI Voting Instruction Form must be received not later than 48 hours before the commencement of the Meeting. **Proxy Forms or CDI Voting Instruction Forms received later than this time will be invalid.**

Power of Attorney

If the Proxy Form or CDI Voting Instruction Form is signed under a power of attorney on behalf of a Securityholder, then the attorney must make sure that either the original power of attorney or a certified copy is sent with the Proxy Form or CDI Voting Instruction Form, unless the power of attorney has already provided it to the Share Registry.

Corporate Representatives

If a representative of a corporate shareholder or a corporate proxy will be attending the Meeting, the representative should bring to the Meeting adequate evidence of their appointment, unless this has previously been provided to the Share Registry.

Notice of Annual General Meeting

Notice is hereby given that an Annual General Meeting of Shareholders of Netccentric Limited ARBN 605 927 454 will be held at 2:00pm (MYT) on Thursday 26 May 2022, physically at Menara HLX, Level 6, 3 Jalan Kia Peng, 50450 Kuala Lumpur, Malaysia and virtually by zoom. **(Meeting or AGM).**

The Explanatory Statement to this Notice of Meeting provides additional information on matters to be considered at the Annual General Meeting. The Explanatory Statement, the Proxy Form and the CDI Voting Instruction Form forms part of this Notice of Meeting.

Terms and abbreviations used in this Notice of Meeting and Explanatory Statement are defined in the Glossary.

Agenda

Ordinary business

Financial statements and reports

*"To receive and to consider the Annual Financial Report of the Company for the financial year ended 31 December 2021 together with the Statement by Directors and the report of the Auditor thereon (collectively, the **2021 Annual Report**)"*

Note: This item of ordinary business is **for discussion only and is not a resolution.**

Shareholders will be given a reasonable opportunity at the Meeting to ask questions about, or make comments in relation to, each of the aforementioned reports during consideration of these items.

Resolutions

1. **Resolution 1 – Re-election of Robert Sultan as Director**

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

"That Robert Sultan, a Director who retires by rotation in accordance with the Company's Constitution and ASX Listing Rule 14.5, and being eligible offers himself for re-election as a Director of the Company, effective immediately."

2. **Resolution 2 – Approval of Re-appointment of Auditor**

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

"That, pursuant to, and in accordance with, Section 205(2) of the Companies Act and for all other purposes, Auditor RSM Chio Lim LLP, having consented to act as the Company's auditor, be appointed as the Company's Auditor effective from the date of the Meeting to hold office until the conclusion of the next Annual General Meeting of the Company, and the Directors be authorised to agree the remuneration with said Auditor as deemed appropriate".

3. **Resolution 3 – Approval of Director Emoluments**

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

"That, pursuant to, and in accordance with, Section 169 of the Companies Act and for all other purposes, payment of the Directors' fees of up to \$160,000 per annum in aggregate, be approved for the financial year ending 31 December 2022 on the terms and conditions in the Explanatory Statement which accompanies and forms part of this Notice of Meeting."

4. **Resolution 4 – Approval of Authority to Issue Shares and Instruments**

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

"That, pursuant to and in accordance with Section 161 of the Companies Act and with regard to the Listing Rules and regulations of the ASX, the Directors be authorised to:

- (a) issue Shares (whether by way of rights issue, bonus issue or otherwise);*
- (b) make or grant offers, agreements, or options (collectively, Instruments) that might or would require Shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) CDIs, options, warrants, debentures, other instruments convertible or exchangeable into Shares;*
- (c) issue Shares in pursuance of any Instruments made or granted by the Directors while this Resolution is in force; and*
- (d) issue any of the above mentioned securities upon such terms and conditions and for such purposes and to such persons as the Directors may in their absolute discretion deem fit, provided that:*

- (e) *the aggregate number of Shares (to be issued pursuant to this Resolution (including Shares to be issued in pursuance of the Instruments made or granted pursuant to this Resolution and including Shares which may be issued pursuant to any adjustment effected under any relevant Instruments) shall not exceed such limit as may be prescribed under the Listing Rules and regulations of the ASX for the time being in force (unless such compliance has been modified by ASX, including by waiver);*
- (f) *in exercising the power to make or grant Instruments (including the making of any adjustment under any relevant instrument), the Company shall comply with the Listing Rules and regulations of the ASX for the time being in force (unless such compliance has been modified by ASX, including by waiver) and the Constitution; and*
- (g) *unless revoked or varied by the Company in general meeting, such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company, or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is earlier.*

5. **Resolution 5 – ASX Listing Rule 7.1A Approval of Future Issue of Securities**

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

“That, for the purposes of ASX Listing Rule 7.1A and for all other purposes, the Shareholders approve the issue of equity securities up to 10% of the issued capital of the Company (at the time of issue) calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 5 by or on behalf of:

- (a) a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company); or
- (b) an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 5 by:

- (i) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- (ii) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
 - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

6. **Resolution 6** – Ratification of Prior Agreement to Issue Chess Depositary Interests

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

"That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, the Shareholders ratify the prior agreement to issue 193,701 CDIs to Spark Plus Pte Ltd and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting."

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 6 by or on behalf of:

- (a) a person who participated in the issue or is a counterparty to the agreement being approved; or
- (b) an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 6 by:

- (i) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- (ii) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
 - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

7. **Resolution 7** – Approval of On-Market Share Buyback Mandate

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

"That:

- a) for the purposes of Sections 76E of the Companies Act, the exercise by the Directors of all the powers of the Company to purchase or otherwise acquire issued ordinary shares in the capital of the Company not exceeding in aggregate the Maximum Limit (as hereafter defined), at such price(s) as may be determined by the Directors from time to time up to the Maximum Price (as hereafter defined), by way of on-market purchase(s) on the ASX or, as the case may be, through one (1) or more duly licensed stockbrokers appointed by the Company for the purpose and otherwise in accordance with all other laws and regulations, including but not limited to, the Constitution of the Company, the provisions of the Companies Act and the ASX Listing Rules as may for the time being be applicable, be and is hereby authorised and approved generally and unconditionally (the **Share Buyback Mandate**);*
- b) the authority conferred on the Directors pursuant to the Share Buyback Mandate may be exercised by the Directors at any time and from time to time during the period commencing from the date of the passing of this Resolution and expiring on the earliest of:*

- i) the date on which the next annual general meeting is held or required by law to be held;*
- ii) the date on which the authority conferred by the Share Buyback Mandate is varied or revoked by the Company in general meeting; and*
- iii) the date on which the purchases or acquisitions of Shares by the Company pursuant to the Share Buyback Mandate are carried out to the full extent mandated;*
- c) in this Resolution:*

“Maximum Limit” means that number of Shares representing not more than 9.3% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) as at the date of the passing of this Resolution, unless the Company has effected a reduction of the share capital of the Company in accordance with the applicable provisions of the Companies Act, at any time during the Relevant Period, in which event the total number of issued Shares shall be taken to be the total number of issued Shares as altered (excluding any treasury shares and subsidiary holdings);

“Maximum Price”, in relation to a Share to be purchased or acquired, means the purchase price (excluding brokerage, stamp duties, applicable goods and services tax and other related expenses) which shall not exceed one hundred and five per cent (105%) of the Average Closing Price;

“Relevant Period” means the period commencing from the date on which this Resolution is passed and expiring on the date the next annual general meeting is held or is required by law to be held, whichever is the earlier, after the date of this Resolution; and

“Average Closing Price” means the volume weighted average market price for Securities in that class calculated over the last 5 days on which sales in the Securities were recorded before the day on which the purchase under the buy-back was made;

- d) the Directors and/or any of them be and are hereby authorised to deal with the Shares purchased or acquired by the Company, pursuant to the Share Buyback Mandate in any manner as they think fit, which is permitted under the Companies Act and the Company’s Constitution; and*
- e) the Directors and/or any of them be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required, to approve any amendments, alterations or modifications to any documents, and to sign, file and/or submit any notices, forms and documents with or to the relevant authorities) as they and/or he may consider necessary, expedient, incidental or in the interests of the Company to give effect to the transactions contemplated and/or authorised by this Resolution.”*

BY ORDER OF THE BOARD

Lee Tamplin
Company Secretary

4 May 2022

Explanatory Statement

This Explanatory Statement has been prepared for the information of the Securityholders in connection with the business to be conducted at the Annual General Meeting to be held at 2:00pm (MYT) on 26 May 2022, physically at Menara HLX, Level 6, 3 Jalan Kia Peng, 50450 Kuala Lumpur, Malaysia and virtually by zoom

The purpose of this Explanatory Statement is to provide information which the Directors believe to be material to Securityholders in deciding whether or not to pass the Resolutions in the Notice of Meeting. Securityholders are encouraged to read these documents in their entirety.

If you are in any doubt about what to do in relation to the Resolutions contemplated in the Notice of Meeting and this Explanatory Statement, it is recommended that you seek advice from an accountant, solicitor or other professional advisor.

Full details of the business to be considered at the Annual General Meeting are set out below.

Agenda

Ordinary business

2021 Annual Financial Report

In accordance with the Constitution, the business of the Annual General Meeting will include receipt and consideration of the Annual Financial Report of the Company for the financial year ended 31 December 2021 together with the Statement of Directors and the report of the Auditor (collectively, the **2021 Annual Financial Report**).

Shareholders may view the Company 2021 Annual Financial Report on its website at www.netccentric.com.

No resolution is required for this item, but Securityholders will be given the opportunity to ask questions and to make comments on the management and performance of the Company.

The Company's auditor will be present at the Meeting. During the discussion of this item, the auditor will be available to answer questions on the:

- Conduct of the audit;
- Preparation and content of the Auditor's Report;
- Accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- Independence of the auditor in relation to the conduct of the audit.

Written questions of the auditor

If you would like to submit a written question about the content of the Auditor's Report or the conduct of the audit of the Annual Financial Report of the Company's auditor, please send your question to the Auditor, RSM Chio Lim LLP at Naveensasidaran@rsmsingapore.sg. A list of qualifying questions will be made available at the Meeting.

Please note that all written questions relating to the audit must be received at least five business days before the Meeting, which is by Thursday 19 May 2022.

Resolutions

Resolution 1 – Re-election of Robert Sultan as Director

Article 84 of the Company's Constitution provides that at the Company's annual general meeting, one third of the Directors for the time being, or if their number is not 3 or a multiple of 3, then the number nearest one third shall retire from office. Article 88 of the Company's Constitution provides that the Directors to retire at the annual general meeting shall be those who have been longest in office since their last election. Article 89 of the Company's Constitution provides that a retiring Director shall be eligible for re-election.

ASX Listing Rule 14.5 also provides that an entity which has Directors must hold an election of Directors at each annual general meeting.

Robert Sultan was appointed as an additional Director of the Company on 1 September 2020 and was elected as a Director on 27 May 2021 at the 2021 annual general meeting.

Under this Resolution, Mr Sultan has elected to retire by rotation, and being eligible, seeks re-election as a Director of the Company at this AGM.

Mr Sultan is a corporate and commercial lawyer and a former partner of and currently a senior consultant to the leading international law firm, Norton Rose Fulbright Australia. He has a 30-year portfolio in mergers and acquisitions (M&A), corporate advisory, equity capital markets and corporate governance as well as being a member of corporate governance and advisory boards in the aged care and local government sectors. He continues to act for a number of listed tech companies with operations in Australia and overseas. He is also recognised by his peers by being included in the M&A and corporate categories in the Best Lawyers® Australia publication. A former member of the Australian Takeovers Panel, Mr Sultan is also currently the independent Director of the Gourlay Family Office which includes the Gourlay Family Trust. The Trust, in conjunction with Trinity College Melbourne, established the Gourlay Visiting Professor of Ethics in Business. Mr Sultan holds a first class honours Bachelor of Laws degree and a Bachelor of Arts degree, majoring in economics.

Directors' recommendation

The Directors (excluding Robert Sultan) recommend that Securityholders vote for this Resolution.

Resolution 2 - Approval of Re-appointment of Auditor

The current auditor, RSM Chio Lim LLP, were re-appointed as auditor of the Company on 27 May 2021 at the Company's 2021 Annual General Meeting.

Section 205(2) of the Companies Act states:

"A company must at each annual general meeting of the company appoint an accounting entity or accounting entities to be the auditor or auditors of the company, and any auditor or auditors so appointed hold office, subject to this section, until the conclusion of the next annual general meeting of the company."

The Board has been satisfied with the services of RSM Chio Lim LLP as auditor of the Company and thanks RSM Chio Lim LLP for these services and proposes to re-appoint them as auditor of the Company for the 2022 financial year.

Resolution 2, being an ordinary resolution, seeks to re-appoint RSM Chio Lim LLP as auditor of the Company until the conclusion of the next annual general meeting of the Company and the Directors be authorised to agree the remuneration with the Auditor as deemed appropriate.

Directors' recommendation

The Board of Directors recommend that Securityholders vote for this Resolution.

Resolution 3 – Approval of Director Emoluments

Section 169 of the Companies Act requires that Directors' emoluments (which include fees as well as non-cash benefits) in respect of their office as such be approved by Securityholders. Securityholders previously set the maximum aggregate non-executive Directors' fees for the financial year ended 31 December 2021 at \$160,000 of which only SGD\$90,582 (approximately \$90,000) was paid to non-executive Directors as remuneration.

As it is not proposed to increase the Directors' emoluments from that amount that was approved at the Company's last annual general meeting, being \$160,000, approval is not required under ASX Listing Rule 10.17 and approval is therefore being sought in accordance with Section 169 of the Companies Act only.

Resolution 3 therefore, seeks approval for the proposed maximum aggregate Directors' fees payable to all of its non-executive Directors to be set at \$160,000 for the financial year ending 31 December 2022.

The proposed level of permitted fees does not mean that the Company must pay the entire amount of the approved as fees in each year. However, the Board considers that it is reasonable and appropriate to establish this amount as this will enable the Company to pay appropriate remuneration to its non-executive Directors, provide the Company with the flexibility to attract appropriately qualified Directors and to act quickly if the circumstances require it.

The Remuneration Committee reviews and approves the Company's remuneration policy in order to ensure that the Company is able to attract and retain executives and directors who will create value for Securityholders, having regard to the amount considered to be commensurate for an entity of the Company's size, complexity and level of activity as well as the relevant Directors' time, commitment and responsibility.

Resolution 3, being an ordinary resolution, seeks approval for the proposed maximum aggregate Directors' fees of \$160,000 for the financial year ending 31 December 2022.

Directors' recommendation

The Board of Directors recommend that Securityholders vote for this Resolution, noting that the non-executive Directors have an interest in their remuneration.

Resolution 4 – Approval of Authority to Issue Shares and Instruments

Section 161 of the Companies Act requires that the issue of any new Shares or other securities in the Company be approved by Securityholders.

Resolution 4 therefore seeks approval for the Directors to be empowered to issue Shares or convertible securities in the Company from the date of the Meeting to the conclusion of the next annual general meeting of the Company or the date by which next annual general meeting for the Company is required by law to be held, whichever is the earlier.

This authority will, unless revoked or varied at a general meeting of the Company, expire at the conclusion of the next annual general meeting of the Company.

Resolution 4 is not seeking approval for:

- (a) the issue of securities in the Company pursuant to the requirements of Listing Rule 7.1 or Listing Rule 7.1A; or
- (b) the issue of securities to related parties, pursuant to the requirements of Listing Rule 10.11 or Listing Rule 10.14.

Resolution 4 will therefore be subject to the Listing Rules, in particular:

- For personal use only
- (a) Listing Rule 7.1, which provides that the Company must not, subject to specified exceptions, issue or agree to issue more 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;
 - (b) Listing Rule 10.11, which provides that the Company must not issue new securities to a related party and certain other persons without Securityholder approval; and
 - (c) Listing Rule 10.14 which provides that the Company must not issue new securities under an employee share plan to a Director or an associate of a Director without Securityholder approval.

Resolution 4 is an ordinary resolution.

Directors' Recommendation

The Board of Directors recommend that Securityholders vote for this Resolution.

Resolution 5 – ASX Listing Rule 7.1A Approval of Future Issue of Securities

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its securityholders over any 12 month period to 15% of the fully paid ordinary securities it had on issue at the start of that period.

Under Listing Rule 7.1A, however, an eligible entity can seek approval from its members, by way of a special resolution passed at its annual general meeting, to add an additional 10% capacity.

An eligible entity for the purposes of Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation less than the amount prescribed by ASX (currently \$300 million).

As of the date of this Notice of Meeting, the Company has a market capitalisation of approximately \$23.8 million and therefore is an eligible entity. If at the time of the Meeting the Company is no longer an eligible entity this Resolution will be withdrawn.

This Resolution seeks Securityholder approval by way of a special resolution for the Company to have the additional 10% capacity provided for in Listing Rule 7.1A to issue equity securities without Securityholder approval.

If this Resolution is passed, the Company will be able to issue equity securities up to the combined 25% limit in Listing Rules 7.1 and 7.1A without any further Securityholder approval.

If this Resolution is not passed, the Company will not be able to access the additional 10% capacity to issue equity securities without Securityholder approval provided for in Listing Rule 7.1A and will remain subject to the 15% limit on issuing equity securities without Securityholder approval set out in Listing Rule 7.1.

Information Required by ASX Listing Rule 7.3A

The following information is provided to Securityholders for the purposes of Listing Rule 7.3A.

Period for which the approval will be valid

An approval under this Listing Rule 7.1A commences on the date of the annual general meeting at which the approval is obtained and expires on the first to occur of the following:

- (a) the date which is 12 months after the date of the annual general meeting at which the approval is obtained;
- (b) the time and date of the entity's next annual general meeting; and
- (c) the time and date on which Securityholders approve a transaction under Listing Rule 11.1.2

(a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking).

Minimum price at which the equity securities may be issued under Listing Rule 7.1A

Any equity securities issued under Listing Rule 7.1A.2 must be an existing quoted class of the Company's equity securities and issued for cash consideration.

The issue price per equity security must not be less than 75% of the volume weighted average market price of the equity securities in that class, calculated over 15 trading days on which trades in that class were recorded immediately before:

- (a) the date on which the price at the equity securities are to be issued is agreed by the Company and the recipient of the equity securities; and
- (b) if the equity securities are not issued within 10 trading days of the date in paragraph (a), the date on which the equity securities are issued.

Purposes for which the funds raised by an issue of equity securities under Listing Rule 7.1A may be used

As noted above, any equity securities issued under Listing Rule 7.1A.2 must be issued for cash consideration. Accordingly, every issue of equity securities under Listing Rule 7.1A.2 will have an accompanying proposed use of funds at the time of issue.

As at the date of this Notice, the Company has not formed an intention to offer any equity securities under Listing Rule 7.1A during the Listing Rule 7.1A mandate period, if Securityholders approve this Resolution. However, if Securityholders approved this Resolution and the Company did raise funds from the issue of equity securities under Listing Rule 7.1A, based on the Company's existing plans, the Company considers that the funds may be used for the following purposes:

- (a) raising funds to further develop the Company's business;
- (b) raising funds for possible acquisitions, joint ventures or strategic alliances; and
- (c) raising funds to be applied to the Company's working capital requirements.

Risk of economic and voting dilution to existing ordinary Securityholders

If this Resolution is approved, and the Company issues equity securities under Listing Rule 7.1A, the existing Securityholders' economic and voting power in the Company will be diluted.

There is a risk that:

- (a) the market price for the Company's equity securities in that class may be significantly lower on the issue date than on the date of the approval under Listing Rule 7.1A; and
- (b) the equity securities may be issued at a price that is at a discount (as described above) to the market price for the Company's equity securities on the issue date;

which may have an effect on the amount of funds raised by the issue of equity securities under Listing Rule 7.1A.

The table below shows the potential dilution of existing Securityholders on the basis of 3 different assumed issue prices and values for the variable "A" in the formula in rule 7.1A.2:

Variable "A" ASX Listing Rule 7.1A.2		Potential Dilution and Funds Raised		
		\$0.042 50% decrease in issue price	\$ 0.084 issue prices ^(b)	\$0.168 100% increase in issue price
"A" is the number of CDI's on issue, being 283,011,666 Shares^(a)	10% voting dilution^(c)	28,301,166	28,301,166	28,301,166
	Funds raised	\$1,188,648	\$2,377,297	\$4,754,595
"A" is a 50% increase in CDI's on issue, being 424,517,499 Shares	10% voting dilution^(c)	42,451,749	42,451,749	42,451,749
	Funds raised	\$1,782,973	\$3,565,946	\$7,313,893
"A" is a 100% increase in CDI's on issue, being 566,023,332 Shares	10% voting dilution^(c)	56,602,333	56,602,333	56,602,333
	Funds raised	\$2,377,297	\$4,754,595	\$9,509,191

Notes:

- (a) Based on the total number of fully paid ordinary Securities on issue as at 21 April 2022
- (b) Based on the closing price of the Company's Securities on ASX as at 21 April 2022.
- (c) The table assumes that the Company issues the maximum number of ordinary Securities available to be issued under Listing Rule 7.1A.
- (d) The table does not show an example of dilution that may be caused to a particular Securityholder by reason of issues of equity securities under Listing Rule 7.1A based on that Securityholder's holding at the date of this Explanatory Statement.
- (e) The table shows the effect of an issue of equity securities under Listing Rule 7.1A only, not under the Company's 15% placement capacity under Listing Rule 7.1.

Allocation policy for issues under Listing Rule 7.1A

The Company's allocation policy and the identity of the allottees of equity securities under Listing Rule 7.1A will depend on a number of factors, including:

- (a) the Company's intentions in relation to the possible issue of equity securities (for cash consideration) during the Listing Rule 7.1A mandate period;
- (b) the structure and timeframe of the capital raising opportunities available to the Company and any alternative methods for raising funds that are available to the Company (such as a pro rata offer or an offer under a share purchase plan);
- (c) the potential effect on the control of the Company;
- (d) the Company's financial position and the likely future capital requirements; and
- (e) advice from the Company's corporate or financial advisors.

Based on the Company's historical cash flow reports and capital raising activities in the past 12 months, the Company considers that it may raise funds during the Listing Rule 7.1A mandate period, although this cannot be guaranteed. As of the date of this Notice, no specific intention to issue equity securities in relation to any parties, investors or existing Securityholders have been formed. Accordingly, all Securityholders are entitled to vote on this Resolution. In addition, no intentions have been formed in relation to the possible number of issues, or the time frame in which the issues could be made. Subject to the requirements of the Listing Rules and the Corporations Act, the Board of Directors reserve the right to determine at the time of any issue of equity securities under Listing Rule 7.1A, the allocation policy that the Company will adopt for that issue.

If and when the determination is made to proceed with an issue of equity securities during the Listing Rule 7.1A mandate period, details regarding the allottees and purposes of issue will be

disclosed pursuant to the Company's obligations under Listing Rules 3.10.3 and 7.1A.4.

Offers made under Listing Rule 7.1A may be made to parties (excluding any related parties) including professional and sophisticated investors, existing Securityholders of the Company, clients of Australian Financial Service Licence holders and/or their nominees, or any other person to whom the Company is able to make an offer of equity securities.

Issue or agreement to issue equity securities under Listing Rule 7.1A in the 12 months prior to AGM

The Company has not issued or agreed to issue equity securities under Listing Rule 7.1A.2 in the 12 months preceding the AGM.

This Resolution is a Special Resolution. For a Special Resolution to be passed, at least 75% of the votes validly cast on the resolution by Securityholders must be in favour of this Resolution.

Directors' recommendation

The Board of Directors recommend that Securityholders vote for this Resolution.

Resolution 6 – Ratification of Prior Agreement to issue Chess Depositary Interests

Background

As announced by the Company on 23 March 2022, the Company entered into an agreement to issue and allot 193,701 CDI's to Spark Plus Pte Ltd (**Spark Plus**), utilising the Company's existing capacity under Listing Rule 7.1 (**Spark Plus CDIs**).

The Spark Plus CDIs are agreed to be issued as consideration for corporate advisory and investor relations services provided by Spark Plus for an initial term of 3 months, from 1 April 2022 to 30 June 2022. The material terms of the agreement between the Company and Spark Plus (**Agreement**) are set out in Annexure A of this Notice and the Spark Plus CDIs are anticipated to be issued on or around 7 July 2022.

The Agreement was entered into on 22 March 2022 and contains the option of a three month extension at the Company's sole discretion (such that the contract would have a 6 month term). However, for the avoidance of doubt, the Company advises that it has not yet determined to extend the contract beyond the initial three-month term. Therefore, shareholder approval is sought to ratify the prior agreement to issue 193,701 CDI's only.

ASX Listing Rule 7.1

This Resolution proposes that Securityholders of the Company approve and ratify the prior agreement to issue the Spark Plus CDIs which was made on 22 March 2022 (**Date of Agreement to Issue**).

All of the Spark Plus CDIs were agreed to be issued by utilising the Company's existing capacity under Listing Rule 7.1.

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its securityholders over any 12 month period to 15% of the fully paid ordinary securities it had on issue at the start of that period.

The agreement to issue the Spark Plus CDIs did not fit within any of the exceptions to Listing Rule 7.1 and, as it has not been approved by the Company's Securityholders, it effectively uses up part of the 15% limit in Listing Rule 7.1, reducing the Company's capacity to issue further equity securities without Securityholder approval under Listing Rule 7.1 for the 12 month period following the Date of Agreement to Issue.

Listing Rule 7.4 allows the Securityholders of a listed company to approve an issue of equity

securities after it has been made or agreed to be made. If they do, the issue is taken to have been approved under Listing Rule 7.1 and so does not reduce the Company's capacity to issue further equity securities without Securityholder approval under Listing Rule 7.1.

The Company wishes to retain as much flexibility as possible to issue additional equity securities into the future without having to obtain Securityholder approval for such issues under Listing Rule 7.1.

To this end, this Resolution seeks Securityholder approval to subsequently approve the agreement to issue Spark Plus CDIs for the purposes of Listing Rule 7.4.

If this Resolution is passed, the agreement to issue Spark Plus Shares will be excluded in calculating the Company's 15% capacity to issue equity securities under Listing Rule 7.1 without Securityholder approval over the 12 month period following the Date of the Agreement to Issue.

If this Resolution is not passed, the agreement to issue Spark Plus Shares will be included in calculating the Company's 15% capacity to issue equity securities under Listing Rule 7.1 without Securityholder approval over the 12 month period following the Date of the Proposed Agreement to Issue.

Information required by ASX Listing Rule 7.5

The following information is provided to Shareholders for the purposes of Listing Rule 7.5.

- (a) The Spark Plus CDIs are agreed to be issued to Spark Plus Pte Ltd.
- (b) On 22 March 2022, the Company entered into an agreement to issue to 193,701 CDI's to Spark Plus Pte Ltd as consideration for services to be rendered.
- (c) When issued, the Spark Plus CDIs will be fully paid on issue and will rank equally in all aspects with all existing fully paid ordinary CDIs previously issued by the Company.
- (d) The Spark Plus CDI's are proposed to be issued on or around 7 July 2022 and in any case within 3 months of Securityholder approval being obtained by the Company.
- (e) Each of the Spark Plus CDI's will be issued at a notional issue price of \$0.09292672 per Spark Plus CDI.
- (f) The Spark Plus CDIs are agreed to be issued in consideration for services rendered and as such, funds will not be raised from the issue of the Spark Plus CDIs.
- (g) The Spark Plus CDIs are agreed to be issued under an agreement between the Company and Spark Plus. The material terms of the agreement are set out in Annexure A of this Notice.

Directors' recommendation

The Board of Directors recommend that Securityholders vote for this Resolution.

Resolution 7 – Approval of Share Buy-Back Mandate

The Company is incorporated in Singapore and, pursuant to the Company's Constitution and the Companies Act, has the ability to buy-back its Shares. Accordingly, the Company seeks Shareholder approval, in accordance with section 76E of the Companies Act, to have the discretion to conduct a buy-back and cancel (or hold as treasury shares) 28,234,500 Shares (being up to a maximum of 10% of the total number of Shares on issue) through an on-market buy-back during the period commencing on the date on which this Resolution is passed (if it is passed) and expiring on the date the next annual general meeting is held or is required by law to be held, whichever is the earlier, after the date of this Resolution.

For the purposes of Resolution 7 and in accordance with ASX Guidance Note 5 in relation to corporate actions involving CDIs, the term "Shares" is used to represent the holdings of CDI holders and each holder of CDIs will be treated as if it was a holder of a corresponding number of underlying securities.

ASX has confirmed that, pursuant to ASX Listing Rule 7.36, the Company is required to undertake the on-market buy back in accordance with the ASX Listing Rules and the applicable provisions of the Corporations Act, as if it were an entity subject to the requirements of the Corporations Act.

The Company notes that, in complying with Section 76E of the Companies Act, the Company will comply with Section 257C(1) of the Corporations Act for on-market buy-backs, which states that shareholder approval is required for a buyback if a company proposes to buy-back more than 10% of the smallest number of shares on issue during the last 12 months.

The Company further notes that, pursuant to Section 257B of the Corporations Act, were the Company an Australian company it would not be required to seek Securityholder approval to conduct the on-market buy-back as it does not intend to buy back more than 10% of the smallest number of shares it has had on issue during the last 12 months. The maximum limit to be bought back in accordance with this Resolution is 28,234,500 Shares which represents 10% of the Company's smallest number of shares on issue during the last 12 months being 282,345,000. However as obtaining Securityholder approval is required under Singapore Law, the Company deems it prudent and in the interests of its Securityholders to provide such information as would typically be expected to be disclosed under the applicable provisions of the Corporations Act.

In addition, the Company also intends to comply with all applicable provisions under the ASX Listing Rules, including but not limited to, ASX Listing Rule 7.33 and ASX Listing Rule 3.8A.

This Explanatory Statement sets out information that is material to the Securityholders' decision on how to vote on the buy-back resolution, including the reasons for the buy-back resolution, including the reasons for the buy-back, the applicable terms, the financial implications and the possible advantages and disadvantages of the on-market buy-back.

Securityholders should note that this is a permissive Resolution and does not oblige or require the Company to buy back Shares. Securityholders should note that there is no guarantee that the Company will buy-back the maximum number of Shares permitted under the Share Buyback Mandate if the Resolution is passed. The Company reserves the right to suspend or terminate the Share Buyback Mandate at any time. The size and timing of any Share buy-backs will be determined by the Board.

Resolution 7 seeks approval of the Securityholders for the proposed Share Buyback Mandate.

Resolution 7 will be approved if more than 50% of votes cast at the Meeting on the Resolution are in favour of the Resolution.

Reasons for buy-back

The Company's goal is to manage its capital so as to achieve the most efficient capital structure and optimise returns to Securityholders. By obtaining Securityholder approval to have the discretion to conduct an on-market buy-back during the Relevant Period, the Company is of the

opinion that it will have the ability to use the Company's cash reserves to return value to its Securityholders should such circumstances arise where the Company believes it would be beneficial to do so.

An on-market buy-back gives Securityholders the choice whether to hold or sell their Shares over the buy-back period, whereas under other alternatives (such as an equal capital reduction or off-market equal access buy-back) Securityholders may not be given such flexibility. Further the on-market Share buy-back is simpler to implement than other forms of capital return.

Advantages and disadvantages of the buy-back

Should the Company choose to proceed with an on-market buy-back general advantages include:

- (a) purchases on-market can be tailored to changing market conditions;
- (b) the Company has complete flexibility to adjust the volume of Shares bought and can stop buying at any time; and
- (c) implementation of an on-market buy-back is simple and cost effective.

Securityholders should also be aware that, among other things, some of the disadvantages of the buy-back include:

- (a) the Company's net assets will be reduced by the amount expended on the buy-backs; and
- (b) the buy-backs may provide some liquidity in the Shares in the short term however may result in reducing the liquidity in the Shares in the long term due to a smaller number of Shares on issue for trading.

Number of Shares subject to buy-back

As at 11 April 2022, the Company has 283,011,666 Shares on issue and seeks to buy-back up to 28,234,500 Shares, representing 10% of the total issued share capital as at the date of this Notice. If the buy-back is fully completed, the Company will have 254,777,166 Shares on issue (excluding treasury shares). The Company will offer to buy-back Shares on-market through transactions on the ASX. Since an on-market buy-back involves Shares being acquired at the market price of Shares at that time, it is not possible to anticipate the value (and therefore the number) of Shares that may actually be bought back and cancelled or held as treasury shares. As a result, the Company is not required to buy-back a specific number of Shares or a minimum specified value of Shares over any period. The Company reserves the right not to buy-back any Shares at all.

Buy-back Price

The Shares will be bought back at the quoted selling price of the Shares on the ASX. In accordance with ASX Listing Rule 7.33, the price payable by the Company to buy-back Shares cannot be more than 5% above the volume weighted average market price per share for the last 5 days on which trades were recorded before the day of the buy-back. It should be noted that the Company cannot give any assurance as to the likely average price per share to be paid by the Company under the on-market buy-back. It will be a matter for Securityholders to determine with reference to their own individual circumstances (after taking independent advice, if appropriate) whether they want to sell their Shares on the ASX and, if so, the price at which they are prepared to sell their Shares.

Timing

If Resolution 7 is approved, it is intended that the on-market buy-backs (if any) will be undertaken at such time(s) as the Directors in their discretion may decide within the period set out in paragraph (b) of Resolution 7.

Financial Implications of the buy-back

The buy-back will be funded from the Company's available cash reserves. The Directors have determined that the buy-back will not materially prejudice the Company's ability to pay its creditors. As at 31 December 2021, the Company had consolidated net assets of SGD5,650,288, including SGD5,414,901 of consolidated cash reserves available as a source of funding the buy-

back. The actual amount of the buy-back to be funded will not be determined until the completion of the buy-back program. The exact impact on earnings per Share of any buy-back cannot be determined until the buy-back is completed and will depend on the number of Shares bought back, the volume-weighted average buy-back price and the source of funds used to fund the buy-back program.

A buy-back may decrease the ASX trading volumes and liquidity in the Shares. It is not however possible to determine the extent of any potential decrease in liquidity at this time. Whilst it is not possible to anticipate the total actual amount that the Company will expend on paying for the Shares, the buy-back is not expected to materially and adversely affect net assets of the Company.

Effect on Control of the Company

It is not expected that there will be any effect on control of the Company following the buy-back.

Tax implications

Approval of Resolution 7 will not result in any tax implications for Securityholders if they do not sell their Shares. However, if a Securityholder chooses to participate in the buy-back by selling their Shares then that Securityholder should obtain specific tax advice on the treatment of the sale of their Shares taking into account their particular circumstances.

Directors' holdings

The following table shows the relevant voting interest that each Director would have if the Company bought back all 10% of the issued Shares under the proposed Share buy-back mandate and if no Directors' Shares or Shares in which the Directors have an interest were sold:

Name	Number of Shares Held	Voting Interest (pre buyback)	Voting Interest (post buyback)
Ganesh Kumar Bangah	217,865,517	76.98%	85.51%
Darren Cooper	810,331	0.28%	0.32%
Robert Sultan	608,333	0.21%	0.24%
Joanne Khoo Su Nee	Nil	0%	0%

The Directors do not intend to participate in any buy-back program.

Directors' Recommendation

The Directors recommend that Securityholders vote in favour of the buy-back resolution.

Enquiries

Shareholders are asked to contact the Company Secretary on +61 2 8072 1400 if they have any queries in respect of the matters set out in these documents.

Glossary

Annual Financial Report means the audited Annual Financial Statements for the period ended 31 December 2021 as contained in the Annual Report.

Annual General Meeting or **AGM** or **Meeting** means an Annual General Meeting of the Company and, unless otherwise indicated, means the meeting of the Company's members convened by this Notice of Meeting.

Annual Report means collectively the audited Annual Financial Statements, Statement by Directors and Auditor's Report as lodged by the Company with ASX on 31 March 2022.

Associate has the meaning given to it by the ASX Listing Rules.

ASX means ASX Limited ACN 008 624 691 or the financial market operated by it, as the context requires, of 20 Bridge Street, Sydney, NSW 2000.

ASX Listing Rules or **Listing Rules** means the official ASX Listing Rules of the ASX and any other rules of the ASX which are applicable while the Company is admitted to the official list of the ASX, as amended or replaced from time to time, except to the extent of any express written waiver by the ASX.

Auditor's Report means the auditor's report of RSM Chio LLP dated 31 March 2022 as included in the Annual Financial Report.

Board means the current board of Directors of the Company.

CDI means a CHESS Depository Interest issued by Chess Depository Nominees Pty Ltd, where each CDI represents a beneficial interest in one Share.

CDI Holder means the holder of one or more CDIs.

CDI Voting Instruction Form means the CDI Voting Instruction form attached to the Notice of Meeting.

Chair means the person chairing the Meeting.

Companies Act means the Companies Act (Chp 50) of Singapore as amended or replaced from time to time.

Company or **Netccentric** means Netccentric Limited ARBN 605 927 464.

Constitution means the Company's constitution.

Corporations Act means the *Corporations Act 2001* of Australia as amended or replaced from time to time.

Director means a current director of the Company.

Dollar or **"\$"** means Australian dollars.

Explanatory Statement means the explanatory statement accompanying this Notice of Meeting.

Notice or **Notice of Meeting** or **Notice of Annual General Meeting** means this notice of annual general meeting dated 4 May 2022 including the Explanatory Statement.

Option means an option which, subject to its terms, could be exercised into a Share.

Ordinary Resolution means a resolution that can only be passed if more than 50% of the total votes cast by Shareholders entitled to vote on the resolution are voted in its favour at the meeting.

Proxy Form means the proxy form attached to this Notice of Meeting.

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

Securities mean CDIs and/or Shares and/or Options (as the context requires).

Securityholder means CDI Holders and Shareholders (as the context requires).

Share means a fully paid ordinary share in the capital of the Company or CDI (as the context requires).

Shareholder means a holder of a Share.

Share Registry means Automic Pty Ltd.

Special Resolution means a resolution that can only be passed if at least 75% of the total votes cast by Securityholder entitled to vote on the resolution are voted in its favour at the meeting.

Trading Day has the meaning given to that term in ASX Listing Rule 19.12.

VWAP means the volume weighted average market price, with respects to the price of CDI's.

Annexure A – Material Terms of Agreement with Spark Plus Pte Ltd

The material terms of the agreement with Spark Plus Pte Ltd (**Spark Plus**) referred to in Resolution 6 are as follows:

1. Contracting Party: Spark Plus Pte Ltd.
2. Date of Agreement: 22 March 2022. Commencement of services 1 April 2022.
3. Term: The Agreement has an initial term of 3 months. The Company has the option to extend for a further 3 months, in its sole discretion. If the contract is not extended, the engagement of Spark Plus will end on 30 June 2022.
4. Services provided by Spark Plus: To act as corporate advisor on a non-exclusive basis in relation to a virtual roadshow package. At the request of the Company, Spark Plus will provide the specified investor relations and corporate advisory services during the engagement period.
5. Fees: In consideration for the services outlined in the agreement, the Company agreed to the following in respect of fees payable:
 - a. \$6,000 per month, payable 100% in CDIs.
 - b. The consideration is to be satisfied by the issue of CDIs to Spark Plus within 5 business days of the end of the engagement of Spark Plus.
 - c. The issue price of such CDIs is to be their VWAP calculated over the 5 trading days immediately prior to the date of acceptance of the terms of this Agreement by the Company, which was \$0.09292672.

For the avoidance of doubt, the Company has not determined to extend the contract beyond the initial three month term. Therefore, Securityholder approval is only being sought in connection to ratify the prior agreement to issue 193,701 CDIs comprising consideration for the initial 3 months of services.



Voting Instruction Form

If you are attending the meeting in person, please bring this with you for Securityholder registration.

Netccentric Limited | ARBN 605 927 464

[EntityRegistrationDetailsLine1Envelope]
[EntityRegistrationDetailsLine2Envelope]
[EntityRegistrationDetailsLine3Envelope]
[EntityRegistrationDetailsLine4Envelope]
[EntityRegistrationDetailsLine5Envelope]
[EntityRegistrationDetailsLine6Envelope]

[HolderNumber]

Holder Number:
[HolderNumber]

Your CDI Voting Instruction Form must be received **2.00pm (MYT) on Tuesday, 24, May 2022**, being **not later than 48 hours** before the commencement of the Meeting. Any CDI Voting Instruction instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR VOTING INSTRUCTION ONLINE

Vote online at <https://investor.automic.com.au/#/loginsah>

Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting form.

- ✓ **Save Money:** help minimise unnecessary print and mail costs for the Company.
- ✓ **It's Quick and Secure:** provides you with greater privacy, eliminates any postal delays and the risk of potentially getting lost in transit.
- ✓ **Receive Vote Confirmation:** instant confirmation that your vote has been processed. It also allows you to amend your vote if required.



SUBMIT YOUR VOTING INSTRUCTION BY PAPER

Complete the form overleaf in accordance with the instructions set out below.

YOUR NAME AND ADDRESS

The name and address shown above is as it appears on the Company's security register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: <https://investor.automic.com.au/#/home> Securityholders sponsored by a broker should advise their broker of any changes.

HOW TO VOTE ON ITEMS OF BUSINESS

Each CHESS Depositary Interest (CDI) is equivalent to one share of Company Common Stock, so that every 1 (one) CDI registered in your name entitles you to one vote.

You can vote by completing, signing and returning your CDI Voting Instruction Form. This form gives your voting instructions to CHESS Depositary Nominees Pty Ltd, which will vote the underlying shares on your behalf. You need to return the form no later than the time and date shown above to give CHESS Depositary Nominees Pty Ltd enough time to tabulate all CHESS Depositary Interest votes and to vote on the underlying shares.

STEP 2 - VOTES ON ITEMS OF BUSINESS

You may direct CHESS Depositary Nominees Pty Ltd how to vote by marking one of the boxes opposite each item of business. All your CDI's will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of CDI's you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

SIGNING INSTRUCTIONS

Individual: Where the holding is in one name, the CDI holder must sign.

Joint holding: Where the holding is in more than one name, all CDI holder's should sign.

Power of attorney: If you have not already lodged the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Voting Instruction Form when you return it.

Companies: To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

Email Address: Please provide your email address in the space provided.

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Voting Instruction Form and Annual Report via email.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at <https://automic.com.au>.

Contact	Return your completed form			All enquiries to Automic
	BY MAIL Automic GPO Box 5193 Sydney NSW 2001	IN PERSON Automic Level 5, 126 Phillip Street Sydney NSW 2000	BY EMAIL meetings@automicgroup.com.au BY FACSIMILE +61 2 8583 3040	WEBCHAT https://automic.com.au/ PHONE 1300 288 664 (Within Australia) +61 2 9698 5414 (Overseas)

STEP 1: Voting Instruction	Complete and return this form as instructed only if you do not vote online Voting Instructions to CHESS Depositary Nominees Pty Ltd I/We being a holder of CHESS Depositary Interests of Netccentric Limited hereby direct CHESS Depositary Nominees Pty Ltd to vote the shares underlying my/our holding at the General Meeting of Netccentric Limited to be held at Menara HLX, Level 6, 3 Jalan Kia Peng, 50450 Kuala Lumpur, Malaysia on Thursday, 26 May 2022 at 2.00pm (MYT) and at any adjournment or postponement of that meeting. By execution of this CDI Voting Instruction Form the undersigned hereby authorises CHESS Depositary Nominees Pty Ltd to appoint such proxies or their substitutes to vote in their discretion on such business as may properly come before the meeting. CHESS Depositary Nominees Pty Ltd will vote as directed
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STEP 2: Your Voting Direction	Resolutions	For	Against	Abstain
	1. Re-election of Robert Sultan as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	2. Approval of Re-appointment of Auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	3. Approval of Director Emoluments	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	4. Approval of Authority to Issue Shares and Instruments	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	5. Special Resolution ASX Listing Rule 7.1A Approval of Future Issue of Securities	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	6. Ratification of Prior Agreement to Issue Chess Depositary Interests	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	7. Approval of On-Market Share Buyback Mandate	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	<i>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 be counted in computing the required majority on a poll.</i>			

STEP 3: Sign Here + Contact Details	SIGNATURE OF SECURITYHOLDERS – THIS MUST BE COMPLETED		
	Individual or Securityholder 1	Securityholder 2	Securityholder 3
	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Sole Director and Sole Company Secretary	Director	Director / Company Secretary
	Contact Name:	<input type="text"/>	
	Email Address:	<input type="text"/>	
Contact Daytime Telephone	Date (DD/MM/YY)		
<input type="text"/>	<input type="text"/>		
By providing your email address, you elect to receive all of your communications despatched by the Company electronically (where legally permissible).			



[HolderNumber] [NCL]

[HolderNumber]