

Xamble Group Limited
(Company Registration
No. 200612086W)
600 North Bridge Road,
#23-01 Parkview Square,
Singapore 188778

<https://www.xamble.com/>



Xamble Group Limited

Notice of 2024 Annual General Meeting

Explanatory Statement | Proxy Form

30 May 2024

2:00PM (MYT)

Held at Novotel Kuala Lumpur City Centre, 2 Jalan Kia Peng 50450 Kuala Lumpur, Malaysia **and** virtually via Zoom.

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.

For personal use only

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Important Information for Shareholders about the Company's AGM

This Notice is given based on circumstances as of 10 May 2024. Should circumstances change, the Company will make an announcement on the ASX market announcements platform and on the Company's website at <https://www.xamble.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 30 May 2024 as a hybrid meeting (**AGM** or **Meeting**):

- Physically at, Novotel Kuala Lumpur City Centre, 2 Jalan Kia Peng, 50450 Kuala Lumpur, Malaysia; and
- Virtually by Zoom

If you wish to virtually attend the AGM (which will be broadcast as a live webinar), please **pre-register** in advance for the virtual meeting here:

https://us02web.zoom.us/webinar/register/WN_tulp9Hk5Rg-s2M_MGiFs5w#/registration

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 lucy.rowe@automicgroup.com.au at least 48 hours before the AGM.

Shareholders and CDI Holders 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 holdings, 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 during the meeting.

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, Australia
By hand	Automic, Level 5, 126 Phillip Street, Sydney NSW 2000, Australia

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 Xamble Group Limited (ARBN 605 927 454) will be held at 2:00pm (MYT) on Thursday 30 May 2024, physically at Novotel Kuala Lumpur City Centre, 2 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 AGM. The Explanatory Statement and 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 2023 together with the Statement by Directors and the report of the Auditor thereon."

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

Securityholders 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 Joanne Khoo Su Nee as Director

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

“That, Joanne Khoo Su Nee a Director who retires by rotation in accordance with the Company's Constitution and ASX Listing Rule 14.5, and being eligible offers herself for re-election, be re-elected as a Director of the Company effective immediately.”

2. **Resolution 2** – Election of Georg Johann Chmiel as Director

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

“That Georg Johann Chmiel, a Director appointed as an additional Director and holding office until the next general meeting of the Company after his appointment in accordance with the Company's Constitution and ASX Listing Rule 14.4, be elected as a Director of the Company, effective immediately.”

3. **Resolution 3** – Approval of Re-appointment of Auditor

To consider and, if thought fit, to pass the following resolution 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”.

4. **Resolution 4** – Approval of Directors Emoluments

To consider and, if thought fit, to pass the following resolution 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 2024 on the terms and conditions in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”

5. **Resolution 5** – Approval of Authority to Issue Shares and Instruments

To consider and, if thought fit, to pass the following resolution 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."*

6. **Resolution 6 – ASX Listing Rule 7.1A Approval of Future Issue of Securities**

To consider and, if thought fit, to pass the following resolution, with or without amendment, 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 6 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 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.

Note: The proposed recipients of any equity securities under the 10% placement capacity are not yet known or identified. In accordance with the note set out in Listing Rule 14.11.1 relating to Listing Rules 7.1 and 7.1A, for a person's vote to be excluded, it must be known that person will participate in the proposed issue. As at the date of this Notice, the Company has not invited any shareholder to participate in an issue of equity securities under Listing Rule 7.1A. Therefore, no existing Shareholders will be excluded from voting on Resolution 6.

7. **Resolution 7** – Ratification of Prior Issue of CHES Depository Interests to the Vendors of Plata and Punta Sdn. Bhd.

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 issue of 572,290 CDIs to the Vendors of Plata and Punta Sdn. Bhd. 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 7 by or on behalf of:

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

However, this does not apply to a vote cast in favour of Resolution 7 by:

- 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
- 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
- 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.

8. **Resolution 8** – Ratification of Prior Issue of CHES Depositary Interests to Georg Chmiel

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 11,428,571 CDIs to Georg Johann Chmiel 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 8 by or on behalf of:

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

However, this does not apply to a vote cast in favour of Resolution 8 by:

- (iv) 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
- (v) 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
- (vi) 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.

9. **Resolution 9** – Ratification of Prior Issue of Options to Georg Chmiel

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 2,000,000 Options to Georg Johann Chmiel 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 9 by or on behalf of:

- (e) a person who participated in the issue or is a counterparty to the agreement being approved; or

(f) an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 9 by:

(vii) 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

(viii) 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

(ix) 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.

10. Resolution 10 – 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 Section 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:*

- the date on which the next annual general meeting is held or required by law to be held;*
- the date on which the authority conferred by the Share Buyback Mandate is varied or revoked by the Company in general meeting; and*

- 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 10% of the total number of issued Shares (excluding any 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

Lucy Rowe
Company Secretary

10 May 2024

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 30 May 2024, physically at, Novotel Kuala Lumpur City Centre, 2 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 Shareholders in deciding whether or not to pass the Resolutions in the Notice of Meeting.

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 AGM are set out below.

Agenda

Ordinary business

2023 Annual Financial Report

Financial statements and reports

In accordance with the Constitution and the Companies Act, 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 2023 together with the Statement of the Directors and the report of the Auditor.

Shareholders may view the Company's Annual Financial Report on its website at <https://www.xamble.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 at Naveensasidaran@rsmsingapore.sg. A list of qualifying questions will be made available at the Meeting.

Please note that all written questions must be received at least five business days before the Meeting, which is by 23 May 2024.

Resolutions

Resolution 1 – Re-election of Joanne Khoo Su Nee as Director

Regulation 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. Regulation 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. Regulation 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.

Joanne Khoo Su Nee was appointed as an additional Director of the Company on 26 July 2017 and was re-elected as a Director on 27 May 2021 at the 2021 Annual General Meeting.

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

Joanne Khoo Su Nee has more than 27 years of experience in investment banking, corporate finance, capital markets and corporate advisory services. She is currently the Director of Bowmen Capital Private Limited, a mergers and acquisition advisory firm. She also serves as an Independent Non Executive Director of Teho International Inc Ltd and ES Group (Holdings) Limited, companies listed on the Singapore Exchange Securities Trading Limited ("SGX"), JE Cleantech Holdings Ltd, a company listed on NASDAQ and Ryde Group Ltd, a company listed on NYSE American.

Joanne was formerly an Independent Non-Executive Director at PayLinks Pte Ltd, wholly owned by iPayLinks Limited as well as Excelpoint Technology Ltd and Kitchen Culture Holdings Ltd, both companies listed on the SGX during her tenure. Prior to this, she was involved in a wide range of investment banking and corporate finance activities as a Director at Canaccord Genuity Singapore Pte. Ltd. (formerly known as Collins Steward Pte. Limited) as well as Phillip Securities Pte Ltd and Hong Leong Finance Limited. She started her career at PricewaterhouseCoopers in 1997.

Directors' recommendation

The Directors (excluding Joanne Khoo Su Nee) recommend that Securityholders vote for this Resolution.

Resolution 2 – Election of Georg Johann Chmiel as a Director

Article 92 of the Company's Constitution provides that any Director appointed in addition to the existing Directors will hold office until the next following annual general meeting and is then eligible for re-election.

ASX Listing Rule 14.4 also provides that each additional director appointed during the year is to hold office until the next annual general meeting and is then eligible for election as a Director of the Company.

Georg Johann Chmiel was appointed as an additional Director of the Company on 13 November 2023 and has since served as a Director of the Company. Under this Resolution, Mr Chmiel seeks election as a Director of the Company at this AGM.

Georg was previously Executive Chair of iCarAsia (ASX:ICQ), the number 1 online automotive marketplace for SE Asia until its acquisition by CARSOME. He was also Managing Director & CEO of the iProperty Group (ASX:IPP) until its sale to REA Group in the biggest online takeover in SE Asia

at that point in time. He was Non-Executive Director of Mitula Group (ASX:MUA) and PropTech Group (ASX:PTG) until the respective sales to Japanese Lifull Group (TSE:2120) and MRI Software.

Georg was also Managing Director & CEO of LJ Hooker Group with 700 real estate offices across ten countries. Georg also held the position of Group CFO & Acting CEO at REA Group (ASX:REA), a Australian based decacorn. Georg also worked for KPMG, Deutsche Bank and McKinsey&Company. Georg is the recipient of the 2024 Outstanding Corporate Excellence & Sustainability Leadership Award, 2023 Master Entrepreneur Award (APEA), 2023 Unicorn Award – Scaleup Tech Icon (PIKOM), 2023 largest protech Company award (MDEC MDX), the 2022 Excellence Award for Digital Transformation (Malaysia Australia Business Council), the 2022 ASEAN Distinguished Business Leader Lifetime Achievement Award, the 2022 ASEAN Business Excellence Award and others. He is a regular author and guest lecturer on disruptive technologies, AI and big data and entrepreneurship at various universities.

Directors' recommendation

The Directors (excluding Georg Johann Chmiel) recommend that Securityholders vote for this Resolution.

Resolution 3 - Approval of Re-appointment of Auditor

The current auditor, RSM Chio Lim LLP, were re-appointed as auditor of the Company on 30 May 2023 at the Company's 2023 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 2024 financial year.

Resolution 3, being an ordinary resolution, seeks that RSM Chio Lim LLP be re-appointed 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 4 – 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 2023 at \$160,000 of which only \$101,852 (approximately SGD\$90,539) 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 2024.

The proposed level of permitted fees does not mean that the Company must pay the entire amount of the approved 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 4, being an ordinary resolution, seeks approval for the proposed maximum aggregate Directors' fees of \$160,000 for the financial year ending 31 December 2024.

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 5 – 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 5 therefore seeks approval for the Directors to be empowered to issue Shares and other 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 5 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 5 will therefore be subject to the Listing Rules, in particular:

- (a) Listing Rule 7.1, which provides that the Company must not, subject to specified exceptions, issue or agree to issue, without Securityholder approval, 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 5 is an ordinary resolution.

Directors' Recommendation

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

ASX Listing Rule 7.1A

Resolution 6 – 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 shareholders 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 \$15 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 Shareholder 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 Securityholder 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 Shareholders 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		
		\$0.0145 50% decrease in issue price	\$0.029 issue price ^(b)	\$0.058 100% increase in issue price
"A" is the number of shares on issue,^(a) being 295,584,813 Shares	10% voting dilution^(c)	29,558,481	29,558,481	29,558,481
	Funds raised	\$428,598	\$857,196	\$1,714,392
"A" is a 50% increase in shares on issue, being 443,377,219 Shares	10% voting dilution^(c)	44,337,721	44,337,721	44,337,721
	Funds raised	\$642,897	\$1,285,794	\$2,571,588

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"A" is a 100% increase in shares on issue, being 591,169,626 Shares	10% voting dilution^(c)	59,116,962	59,116,962	59,116,962
	Funds raised	\$857,196	\$1,714,392	\$3,428,784

Notes:

- (a) Based on the total number of fully paid ordinary Shares on issue as at 18 April 2024.
- (b) Based on the closing price of the Company's Shares on ASX as at 18 April 2024.
- (c) The table assumes that the Company issues the maximum number of ordinary Shares 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 Shareholder by reason of issues of equity securities under Listing Rule 7.1A based on that Shareholder'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 cashflow 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. 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 Companies 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.

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Directors' recommendation

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

Resolution 7 – Ratification of Prior Issue of CHES Depositary Interests to the Vendors of Plata and Punta Sdn. Bhd.

Background

As announced on 21 December 2022, Xamble Group Limited (under its previous name of Netccentric Limited) agreed to increase its shareholding in its performance marketing agency, Plata and Punta Sdn Bhd (P&P) by way of a share swap with Desmond Kiu Fa Lung and Mohd Ziaouddin Namooya (Zia). The share swap raised Xamble's holding in P&P to 76.5% from 51.0%, giving the Group absolute voting rights to control and make decisions on all aspects of the agency's business.

Xamble wanted to increase its majority holding in P&P to a majority controlling stake given the growth-oriented agency had strong synergies with the Group's existing influencer marketing business at the time. P&P continues to be a key contributor to the Group's business today.

The consideration was an aggregate amount of up to a maximum of 2,289,160 shares and satisfied by the payment of the issue and allotment of CHES Depositary Interests (**CDIs**), with each CDI representing one ordinary share in the issued and paid-up capital of Xamble.

1,144,580 CDIs (being 50% of the 2,289,160 CDIs) were issued upfront, with the remainder split in two equal tranches to be issued subject to P&P achieving earnout performance milestones linked to revenue and EBITDA targets for the financial years ending 31 December 2022 and 31 December 2023.

Whilst P&P did not achieve these past earnout milestones, the Xamble Board has decided to issue Desmond and Zia 25% of the remaining CDIs (a total of 572,290 CDIs, made up of 516,183 CDIs for Desmond and 56,107 for Zia), with the remaining 25% to be forfeited. These CDIs will be escrowed for 2 years. The remaining CDIs were issued on 9 May 2024 and are the subject of this resolution.

The Board's reasoning for the decision is that Desmond and Zia's share of P&P's net tangible assets (if they were still P&P shareholders) is 72% higher than the total consideration¹ The Board also believes this is in the spirit of best interest given Desmond's role as founder and Chief Executive Officer of Xamble's social media marketing agency, Sashimi.

ASX Listing Rule 7.1

This Resolution proposes that Securityholders of the Company approve and ratify the prior issue of the 572,290 CDIs pursuant to the agreement with the P&P Vendors.

All of the CDIs were 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 issue of the 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 issue.

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

¹ Based on Xamble's share price as at 29 April 2024 and P&P's financial statements as at 31 December 2023.

securities after it has been made or agreed to be made provided the securities will be issued within 3 months after the date of the Meeting. 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 issue for the purposes of Listing Rule 7.4.

If this Resolution is passed, the issue of the CDIs 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 issue.

If this Resolution is not passed, the issue of the CDIs 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 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 CDIs were issued to the P&P Vendors being:
 - i. Desmond Kiu Fa Lung – 516,183 Upfront CDIs; and
 - ii. Mohammad Ziaouddin Namooya - 56,107 Upfront CDIs
- (b) 572,290 CDIs were issued on 9 May 2024.
- (c) The CDIs were fully paid on issue and ranked equally in all aspects with all existing fully paid ordinary CDIs previously issued by the Company.
- (d) Each of the CDIs were at a notional issue price of \$0.10 per CDI.
- (e) The CDIs were issued in consideration for the P&P Vendors' 25.5% holding in Plata and Punta Sdn. Bhd. And as such, funds will not be raised from the issue of the Upfront CDIs.
- (f) The CDIs were issued under a Share Sale Agreement between the Company and the P&P Vendors dated 21 December 2022. 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 8 - Ratification of Prior Issue of CHESS Depository Interests to Georg Chmiel

Background

As announced on 30 October 2023, Xamble Group Limited and together with its subsidiaries, entered into a subscription agreement to receive an AUD 400,000 investment from leading tech entrepreneur and public markets expert, Georg Chmiel.

Mr. Chmiel invested in Xamble via the subscription of new CDIs at 3.5 cents per CDI; a 16% premium to the 15-day VWAP1.

Mr Chmiel also joined the Xamble Board as an Independent Non-Executive Director upon completion of the investment. Completion occurred on 13 November 2023.

Shareholder approval was not required with respect to the issue of the CDIs pursuant to the subscription agreement as Mr Chmiel's appointment as director was conditional upon the issue of the subject CDIs. At the time of the issue, Mr Chmiel was a "future related party" for the purpose of Listing Rule 10.12 exception 12.

ASX Listing Rule 7.1

This Resolution proposes that Shareholders of the Company approve and ratify the prior issue and allotment of 11,428,571 CDIs which were issued on 13 November 2023 (**Issue Date**).

All of the CDIs and Options were 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 shareholders over any 12 month period to 15% of the fully paid ordinary securities it had on issue at the start of that period.

The issue of 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 Shareholders, 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 Shareholder approval under Listing Rule 7.1 for the 12 month period following the Issue Date.

Listing Rule 7.4 allows the Shareholders 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 Shareholder 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 Shareholder approval for such issues under Listing Rule 7.1.

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

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

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

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 CDIs were issued to Georg Johann Chmiel.
- (b) The Company issued 11,428,571 CDIs. The CDIs were fully paid on issue and ranked equally in all aspects with all existing fully paid CDIs previously issued by the Company.
- (c) The CDIs were issued on 13 November 2023.
- (d) Each of the CDIs were issued at an issue price of 3.5 cents per CDI, which raised AUD 400,000. No consideration was received by the Company for the issue of the Options.
- (e) Funds raised from the issue of the CDIs have been and will be used by the Company for working capital purposes.
- (f) The CDIs were issued under a subscription agreement between Xamble Group Limited and Georg Johann Chmiel. As announced on 30 October 2023 and explained above, the agreement stipulated Mr Chmiel's AUD 400,000 investment in the Company via a subscription of new CDIs at 3.5 cents per CDI. In addition, pursuant to the agreement, Mr Chmiel was entitled to be appointed as Director of the Company on completion of the agreement. Mr Chmiel was appointed Director of the Company immediately on completion of his investment on 13 November 2023.

Directors' recommendation

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

Resolution 9 - Ratification of Prior Issue of Options to Georg Chmiel

As discussed in the above notes to Resolution 8, Mr. Chmiel invested in Xamble via the subscription of new CDIs at 3.5 cents per CDI; a 16% premium to the 15-day VWAP1. In addition, pursuant to the subscription agreement, Xamble issued to Mr Chmiel 2 million options at an exercise price of 4.5 cents per CDI vesting over 5 years in equal tranches (**Options**) provided Mr Chmiel is a director at the respective vesting date.

Mr Chmiel also joined the Xamble Board as an Independent Non-Executive Director upon completion of the investment. Completion occurred on 13 November 2023.

Shareholder approval was not required with respect to the issue of the options pursuant to the subscription agreement as Mr Chmiel's appointment as director was conditional upon the issue of the subject options. At the time of the issue, Mr Chmiel was a "future related party" for the purpose of Listing Rule 10.12 exception 12.

ASX Listing Rule 7.1

This Resolution proposes that Shareholders of the Company approve and ratify the prior issue and allotment of 2,000,000 Options which were issued on 13 November 2023 (**Issue Date**).

All of the Options were 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 shareholders over any 12 month period to 15% of the fully paid ordinary securities it had on issue at the start of that period.

The issue of Options did not fit within any of the exceptions to Listing Rule 7.1 and, as it has not been approved by the Company's Shareholders, 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 Shareholder approval under Listing Rule 7.1 for the 12 month period following the Issue Date.

Listing Rule 7.4 allows the Shareholders 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 Shareholder 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 Shareholder approval for such issues under Listing Rule 7.1.

To this end, this Resolution seeks Shareholder approval to subsequently approve the issue of Options for the purposes of Listing Rule 7.4.

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

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

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 Options were issued to Georg Johann Chmiel.
- (b) The Company issued 2,000,000 Options.
- (c) The Options were issued on 13 November 2023.
- (d) The exercise price for each Option is AUD 0.045.
- (e) The Options will vest as follows:
 - 400,000 Options will vest on 13 November 2024
 - 400,000 Options will vest on 13 November 2025
 - 400,000 Options will vest on 13 November 2026
 - 400,000 Options will vest on 13 November 2027
 - 400,000 Options will vest on 13 November 2028.

Vesting of each tranche is conditional upon Georg Chmiel being a director of the Company at such time.

- (f) The expiry date for each Option is the earlier of:
 - the end date of the period ending 3 years from the date of vesting of the Options; and
 - the end date of the period ending 6 years from the date of vesting of the Options.
- (g) No consideration was received by the Company for the issue of the Options. The Options were issued under a subscription agreement between XambleGroup Limited and Georg Johann Chmiel. As announced on 30 October 2023 and explained above, the agreement stipulated Mr Chmiel's AUD 400,000 investment in the Company via a subscription of new CDIs at 3.5 cents per CDI. In addition, pursuant to the agreement, Mr Chmiel was entitled to be appointed as Director of the Company on completion of the agreement. Mr Chmiel was appointed Director of the Company immediately on completion of his investment on 13 November 2023.

Directors' recommendation

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

Resolution 10 – 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) 29,558,481 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 10 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 28,415,624 Shares which represents 10% of the Company's smallest number of shares on issue during the last 12 months being 283,011,666. 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 10 seeks approval of the Securityholders for the proposed Share Buyback Mandate.

Resolution 10 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 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 18 April 2024, the Company has 295,584,813 Shares on issue and seeks to buy-back up to 29,558,481 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 266,026,331 Shares on issue (excluding treasury shares and any shares issued after the date of this Notice). 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 10 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 10.

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 2023, the Company had consolidated net assets of SGD6,071,896 including SGD2,804,298 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 10 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	216,723,851	73%	81%
Darren John Cooper	1,360,331	0.46%	0.51%
Robert William Sultan	1,158,333	0.39%	0.44%
Joanne Khoo Su Nee	Nil	0%	0%
Georg Johann Chmiel	12,000,000	4.06%	4.5%

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

Securityholders are asked to contact the Company Secretary on lucy.rowe@atomicgroup.com.au if they have any queries in respect of the matters set out in these documents.

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Glossary

Annual Financial Report means the 2023 Annual Report to Shareholders for the financial year ended 31 December 2023 as lodged by the Company with ASX on 28 March 2024 and includes the Audited Financial Statements, the Statement of the Directors and Auditor's 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.

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 means RSM Chio LLP.

Auditor's Report means the auditor's report of the Auditor dated 28 March 2024 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 1967 of Singapore as amended or replaced from time to time.

Company or **Xamble** means Xamble Group Limited ARBN 605 927 464.

Constitution means the Company's constitution.

Director means a current director of the Company.

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

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

Notice of Meeting or **Notice of Annual General Meeting** means the notice of annual general meeting dated 10 May 2024 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.

Performance Right means a performance right which, subject to its terms, could convert to a Share.

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

Remuneration Report means the remuneration report as set out in the Annual Financial Report.

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

Restricted Voter means a member of the Company's KMP and any Closely Related Parties of those members.

Securities means CDIs, 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 Shareholders 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.

Annexure A – Summary of the Plata & Punta Agreement

The material terms of the Share Sale Agreement (**Agreement**) with the P&P Vendors referred to in Resolution 6 are as follows:

1. Contracting Parties: Desmond Kiu Fa Lung, Mohammad Ziaouddin Namooya (together the **P&P Vendors**) and Netccentric Limited (**Purchaser**).
2. Date of Agreement: 20 December 2022.
3. Purpose: Subject to the fulfilment (and/or waiver in writing) of the Conditions Precedent and the terms of the Agreement, the P&P Vendors shall sell and the Purchaser shall purchase the Sale Shares from the P&P Vendors free from all Encumbrances. The Sale Shares shall be sold together with all rights, interests and benefits now or hereafter attaching to them, including all rights to any dividend or other distribution declared made or paid on or after Completion.
4. Purchase Price: Is AUD114,458 payable in the form of an issue of 1,144,580 CDIs in the Purchaser at an issue price of AUD0.10 per CDI (**Consideration CDIs**). The Purchase Price for the Sale Shares was arrived at and agreed based on willing buyer willing seller basis.
5. Earnout: Subject to the achievement of KPI 1 and KPI 2 respectively the Purchaser shall pay to the P&P Vendors Earnout A and Earnout B respectively.
6. Conditions Precedent:
 - a. A new Shareholders' Agreement (**New SHA**) to be entered into between the Purchaser, Company and Lim Chung Hoong;
 - b. The Purchaser's board of directors approving the acquisition of Sale Shares and execution of the Agreement and New SHA;
 - c. The Company's board of directors and members' resolution (if required) approving the transfer and registration of the Sale Shares to the Purchaser, the issuance of new shares certificates of Sale Shares in the name of the Purchase, entry of the Purchaser's name in register of members of Company and execution of the New SHA; and
 - d. The Purchase's board of directors approving the issuance and allotment of Consideration CDIs to the P&P Vendors.
7. Interpretation (amongst others):
 - a. **Company** means Plata and Punta Sdn. Bhd.
 - b. **Completion** shall take place within three days of all Conditions Precedent being satisfied or waived.
 - c. **Earnout A** means AUD57,229 payable in the form of an issue of 572,290 CDIs in the Purchaser at an issue price of AUD0.10 per CDI.
 - d. **Earnout B** means AUD57,229 payable in the form of an issue of 572,290 CDIs in the Purchaser at an issue price of AUD0.10 per CDI.
 - e. **Encumbrances** means any mortgage, deposit, charge (whether fixed or floating), assignment, pledge, lien, option, right of pre-emption, right of retention of title or any other form of security interest and/or arrangement of whatsoever nature securing any obligation (including any conditional obligation) of any person or any other types of preferential agreements having similar effect.
 - f. **KPI 1** means Company revenue in FY2022 of RM7,42,000 and EBITDA of RM364,220
 - g. **KPI 2** means Company revenue in FY2023 of RM8,162,000 and EBITDA of RM500,642
 - h. **Sale Shares** means 102 Ordinary Shares representing 25.5% of the issued and paid up share capital of the Company held by the P&P Vendors.

Voting Instruction Form

If you are attending the virtual Meeting please retain this Voting Form for online Securityholder registration.

Holder Number:

Under the Company's Bylaws, proxies will be accepted up to and during the meeting, up to the close of voting at the Meeting. The Company would appreciate if proxies can be lodged by **2:00PM (MYT) / 4:00PM (AEST) on Tuesday, 28 May 2024** which will be the timing of the Company reporting its lodged proxy results. However, the Company will continue to accept proxies up to and during the Meeting as noted above for the purposes of voting on resolutions.

SUBMIT YOUR VOTING INSTRUCTION

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 share 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> Shareholders sponsored by a broker should advise their broker of any changes.

STEP 1 - HOW TO VOTE ON ITEMS OF BUSINESS

Each CHESS Depository 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 Depository 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 Depository Nominees Pty Ltd enough time to tabulate all CHESS Depository Interest votes and to vote on the underlying shares.

STEP 2 - VOTES ON ITEMS OF BUSINESS

You may direct CHESS Depository 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 Holders 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>.

Lodging your Voting Form:

Online:

Use your computer or smartphone to appoint a proxy at <https://investor.automic.com.au/#/loginsah>

or scan the QR code below using your smartphone

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



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

All enquiries to Automic:

WEBCHAT:

<https://automicgroup.com.au/>

PHONE: 1300 288 664 (Within Australia)

+61 2 0608 5114

STEP 1 – How to vote

Complete and return this form as instructed only if you do not vote online.

CHESSE Depository Nominees Pty Ltd will vote as directed.

Voting Instructions to CHESSE Depository Nominees Pty Ltd

I/We being a holder of CHESSE Depository Interests of Xamble Group Limited hereby direct CHESSE Depository Nominees Pty Ltd to vote the shares underlying my/our holding at the Annual General Meeting of Xamble Group Limited to be held at **2:00PM (MYT)/4:00PM (AEST) on Thursday, 30 May 2024 at Novotel Kuala Lumpur City Centre, 2 Jalan Kia Peng 50450 Kuala Lumpur Malaysia, or Virtually via Zoom** and at any adjournment or postponement of that meeting.

By execution of this CDI Voting Instruction Form the undersigned hereby authorises CHESSE Depository 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.

The Chair intends to vote undirected proxies in favour of all Resolutions in which the Chair is entitled to vote.

Unless indicated otherwise by ticking the "for," "against" or "abstain" box you will be authorising the Chair to vote in accordance with the Chair's voting intention.

STEP 2 – Your voting direction

Resolutions	For	Against	Abstain
1. Re-election of Joanne Khoo Su Nee as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Election of Georg Johann Chmiel as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Approval of Re-appointment of Auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Approval of Directors Emoluments	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Approval of Authority to Issue Shares and Instruments	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. ASX Listing Rule 7.1A Approval of Future Issue of Securities	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. Ratification of Prior Issue of CHESSE Depository Interests to the Vendors of Plata and Punta Sdn. Bhd.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. Ratification of Prior Issue of CHESSE Depository Interests to Georg Chmiel	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. Ratification of Prior Issue of Options to Georg Chmiel	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10. Approval of On-Market Share Buyback Mandate	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

XGL

STEP 3 – Signatures and contact details

Individual or Securityholder 1	Securityholder 2	Securityholder 3
Sole Director and Sole Company Secretary	Director	Director / Company Secretary
Contact Name:		
Email Address:		
Contact Daytime Telephone	Date (DD/MM/YY)	
	<input style="width: 20px; height: 20px;" type="text"/> / <input style="width: 20px; height: 20px;" type="text"/> / <input style="width: 20px; height: 20px;" type="text"/>	

By providing your email address, you elect to receive all of your communications despatched by the Company electronically (where legally permissible).

Your proxy voting instruction must be received by **04.00pm (AEST) on Tuesday, 28 May 2024**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

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 share 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> Shareholders sponsored by a broker should advise their broker of any changes.

STEP 1 – APPOINT A PROXY

If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name of that individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chair of the Meeting will be appointed as your proxy by default.

DEFAULT TO THE CHAIR OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chair of the Meeting, who is required to vote these proxies as directed. Any undirected proxies that default to the Chair of the Meeting will be voted according to the instructions set out in this Proxy Voting Form, including where the Resolutions are connected directly or indirectly with the remuneration of Key Management Personnel.

STEP 2 - VOTES ON ITEMS OF BUSINESS

You may direct your proxy how to vote by marking one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on 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.

APPOINTMENT OF SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

SIGNING INSTRUCTIONS

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

Joint holding: Where the holding is in more than one name, all Shareholders 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 Proxy Voting 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, Proxy Voting 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>.

Lodging your Proxy Voting Form:

Online

Use your computer or smartphone to appoint a proxy at <https://investor.automic.com.au/#/loginsah> or scan the QR code below using your smartphone

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



BY MAIL:

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meetings@automicgroup.com.au

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+61 2 8583 3040

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