

LOVE GROUP GLOBAL LTD
ACN 009 027 178
NOTICE OF GENERAL MEETING

TIME: 2:00pm (AEDT)
DATE: 6 December 2024
PLACE: This Meeting will be conducted as a virtual meeting, accessible online.
<https://bit.ly/48F4PH8>

This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting. Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on (+61 8) 9486 4036.

CONTENTS PAGE

Business of the Meeting (setting out the proposed resolutions)	3
Explanatory Statement (explaining the proposed resolutions)	4
Proxy Form	Enclosed

IMPORTANT INFORMATION

TIME AND PLACE OF MEETING

Notice is given that the General Meeting of the Shareholders to which this Notice of Meeting relates will be held virtually at 2:00pm AEDT on 6 December 2024.

YOUR VOTE IS IMPORTANT

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

VOTING ELIGIBILITY

The Directors have determined that pursuant to Regulations 7.11.37 and 7.11.38 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the General Meeting are those who are registered Shareholders at 7:00pm AEDT on 4 December 2024.

VOTING IN PERSON

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

VOTING BY PROXY

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

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

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

Proxy vote if appointment specifies way to vote

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

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

Transfer of non-chair proxy to chair in certain circumstances

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

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

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

BUSINESS OF THE MEETING

AGENDA

ORDINARY BUSINESS

1. RESOLUTION 1 – CAPITAL RETURN

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

“That approval is given for the ordinary share capital of the Company to be reduced by approximately \$0.8 million, to be effected by the Company paying each shareholder on the record date of 12 December 2024 the amount of 2 cents for each ordinary share held at that time, on the terms described in the Explanatory Statement.”

DATED: 5 NOVEMBER 2024

BY ORDER OF THE BOARD

**MR NICHOLAS ONG
COMPANY SECRETARY**

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EXPLANATORY STATEMENT

This Explanatory Statement has been prepared to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions which are the subject of the business of the Meeting.

1. RESOLUTION 1 – CAPITAL RETURN

1.1 Background and summary

On 6 November 2024, the Company announced a proposed return of capital to shareholders following a review of its capital management strategy.

As a result of the Company's consistent profitability and strong cashflow over the past few years, the Company is now in a position to return excess cash to our loyal shareholders. This decision was made following a review of our capital requirements, strategic growth and the anticipated cashflow from business activities.

The capital return will not impact on the Company's ability to growing its revenue and ensuring that profitability is optimised. The balance sheet remains strong and robust, which will provide the Company with the financial flexibility to make strategic investments and explore new growth opportunities.

1.2 Timetable

The following timetable has been approved by ASX for Listing Rules consistency purposes. If there should happen to be any changes to this timetable then those changes will be announced to ASX on the ASX Market Announcements Platform.

Event	Date
Shareholder meeting to consider the Capital Return	6 December 2024
Effective date of the return of capital.	9 December 2024
Last date for trading of shares to be entitled to the Capital Return	10 December 2024
Trading in the securities on an "ex-return of Capital" basis.	11 December 2024
Record date	12 December 2024
Payment date	19 December 2024

As at 31 October 2024, the Company has cash of approximately \$2.8 million. The proposed Capital Return is expected to use up approximately \$0.8 million of these cash reserves.

1.3 Tax

The Company is in the process of applying for an ATO Class Ruling to confirm that:

- no part of the Capital Return will constitute, or be treated as, a dividend for Australian income tax purposes; and
- instead,
 - a shareholder's cost base in each share will be reduced by the amount of capital returned in connection with that share;¹

¹ Relevant for calculating capital gains and losses on future CGT events concerning the Company's shares.

- where the cost base of a share is less than the amount of capital returned in connection with that share, a capital gain will arise;
- qualifying shareholders will be entitled to treat any resulting capital gain as a 'discount capital gain';² and
- qualifying foreign resident shareholders will be entitled to disregard any resulting gain.³

Based on the historical share price and the quantum of the Capital Return, no capital gain is expected to arise for any shareholder. Notwithstanding, for completeness, the Company will request that the ATO confirm the capital gains tax consequences of the Capital Return under cover of the Class Ruling.

The Class Ruling, if issued in accordance with the Company's application, will apply:

- to the income years spanning 1 July 2024 to 30 June 2025, and
- to both Australian and foreign tax resident shareholders who hold their shares on capital account.

The Class Ruling will be made available (if received) in due course on the Company's website, but this is not expected until after the date of the shareholders meeting.

The tax implications of the Capital Return for shareholders will depend on their particular circumstances. All shareholders should consider seeking their own tax advice, in particular,

- shareholders who do not hold their shares on capital account, being shareholders to whom the Class Ruling will not apply. For completeness, a revenue gain may arise for shareholders who hold their shares on revenue account or as trading stock that does not qualify for the discount capital gains concessions referred to above; and
- shareholders who are not residents of Australia for tax purposes, noting there may be taxation consequences arising from the Capital Return in their country of residence.

No adverse tax consequences are expected to arise for the Company in relation to the Capital Return.

1.4 ASIC notifications

This Notice of Meeting is being lodged prior to the date of its distribution with the Australian Securities and Investments Commission in accordance with legislative requirements for the Capital Return. Further notifications will be lodged with ASIC in due course if shareholder approval is obtained.

1.5 Other information

As at the date of this Notice of Meeting, there are 40,534,169 fully paid ordinary shares on issue. There are no other securities on issue.

² Availability of the CGT discount is limited to individual, trusts and complying superannuation entities that hold the shares on capital account.

³ Assuming the Company's shares have not been used in carrying on business at or through an Australian permanent establishment and, for shareholders that hold the share on revenue account or as trading stock, tax treaty relief is available between Australia and the shareholder's country of residence.

If the Capital Return is implemented, the Company's shares are expected to trade at a lower share price than they would have done had the return of capital not occurred. This is due to the

outflow of funds to shareholders. Whilst this reduction in share price might approximate the amount of the Capital Return, the exact future trading price of shares is subject to market factors.

The way in which the proposed Capital Return will occur will be the same for all shareholders. No voting exclusions apply to the resolution. Each share is capable of being voted on the resolution.

The directors have reviewed the Company's assets and liabilities and cash flow forecasts and have satisfied themselves as to the Company's solvency and ability to pay its creditors following the proposed Capital Return.

In the directors' view having regard to the requirements of section 256B(1) of the Corporations Act, the Capital Return is fair and reasonable to shareholders as a whole and will not materially prejudice the Company's ability to pay its creditors.

The Capital Return is occurring on a proportionate basis across all shareholders and will not have any effect on the shareholding control or ownership of the Company.

The directors who are also shareholders will be treated the same as other shareholders in relation to the Capital Return. As at the date of this Notice of Meeting, the directors have an interest as shareholders of the Company as follows:

Director	Shares
Michael Ye	12,816,018
Tod McGrouther	3,457,000
Terence Grigg	Nil

Other than as set out in this Notice of Meeting including the Explanatory Statement and any other information previously disclosed by the Company to ASX or shareholders, there is no other information that is known to the directors which may reasonably be expected to be material regarding a decision on how to vote on the resolution.

The directors unanimously recommend that shareholders vote in favour of the resolution.

2. ENQUIRIES

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

PROXY FORM

**APPOINTMENT OF PROXY
LOVE GROUP GLOBAL LTD
ACN 009 027 178**

GENERAL MEETING

I/We
of

being a member of Love Group Global Ltd entitled to attend and vote at the General Meeting, hereby
Appoint
Name of proxy

OR the Chair of the General Meeting as your proxy

or failing the person so named or, if no person is named, the Chair of the General Meeting, or the Chair’s nominee, to vote in accordance with the following directions, or, if no directions have been given the Chairman intends to vote in favour of each item of business, and subject to the relevant laws as the proxy sees fit, at the General Meeting to be held virtually at 2:00pm (AEDT), on 6 December 2024, and at any adjournment thereof.

Voting on Business of the General Meeting

Resolution 1 – Capital Return FOR AGAINST ABSTAIN

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

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

Signature of Member(s): _____ **Date:** _____

<p>Individual or Member 1</p> <div style="border: 1px solid black; height: 40px; width: 100%;"></div> <p>Sole Director/Company Secretary</p>	<p>Member 2</p> <div style="border: 1px solid black; height: 40px; width: 100%;"></div> <p>Director</p>	<p>Member 3</p> <div style="border: 1px solid black; height: 40px; width: 100%;"></div> <p>Director/Company Secretary</p>
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Contact Name: _____ **Contact Ph (daytime):** _____

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**LOVE GROUP GLOBAL LTD
ACN 009 027 178**

Instructions for Completing 'Appointment of Proxy' Form

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

Proxy forms received later than this time will be invalid.