

30 April 2025

2025 Annual General Meeting

Dear Shareholder,

The Board of I Synergy Group Limited ACN 613 927 361 (ASX: IS3) (the **Company**) advises shareholders it will be convening the 2025 Annual General Meeting (**Meeting**) at 1:00pm Australian Eastern Standard Time (**AEST**) on Friday, 30 May 2025.

The Meeting will be a hybrid meeting, allowing shareholders to either attend in-person (24-26 Kent Street, Millers Point NSW 2000, Australia) or online. If attending online, shareholders will be able to watch, listen, ask questions and vote online. Online attendees are encouraged to pre-register as far in advance of the day of the Meeting as practical:

https://us06web.zoom.us/webinar/register/WN_mTW657b7R1SeCmv4Hshu0A

Shareholders are strongly encouraged to lodge their proxy votes by 1:00pm AEST on Wednesday, 28 May 2025 (**Proxy Deadline**) and in accordance with the instructions set out on the Proxy Form that accompanies this letter.

In accordance with section 110D of the Corporations Act 2001 (Cth) (as inserted by the Corporations Amendment (Meetings and Documents) Act 2022 (Cth)), the Company will not be dispatching physical copies of the Notice of Meeting and Explanatory Statement (**Notice**), instead a copy of the Notice is available for download from:

- The Company's share registry, Automic;
- The IS3 Company Information page on ASX; or
- From the Company's website:

https://www.i-synergygroup.com/?page_id=209

The resolution will be decided by way of a Poll. If you are unable to attend the Meeting, you may wish to email any questions you want addressed at the Meeting by emailing them to contact@i-synergygroup.com by 7:00pm AEST on Monday, 26 May 2025.

The Board look forward to welcoming you to the Meeting.

Yours faithfully



Dato' Lawrence Teo
Executive Chairman

For personal use only

I SYNERGY GROUP LIMITED
ACN 613 927 361
NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Meeting will be held at:

TIME: 1:00pm (AEST)

DATE: Friday, 30 May 2025

PLACE: The meeting is a **hybrid meeting**

In-Person:

24-26 Kent Street
Millers Point NSW 2000
Australia

Online:

Please pre-register prior to the day of the meeting at:

https://us06web.zoom.us/webinar/register/WN_mTW657b7R1SeCmv4Hshu0A

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

This Notice 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.

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 7:00 pm (AEST) on Wednesday, 28 May 2025.

BUSINESS OF THE MEETING

AGENDA

1. FINANCIAL STATEMENTS AND REPORTS

To receive and consider the annual financial report of the Company for the financial year ended 31 December 2024 together with the declaration of the Directors, the Director's report, the Remuneration Report and the auditor's report.

2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

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

"That, for the purposes of section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Company's annual financial report for the financial year ended 31 December 2024."

Note: the vote on this Resolution is advisory only and does not bind the Directors or the Company.

A voting prohibition statement applies to this Resolution. Please see below.

3. RESOLUTION 2 – ELECTION OF DIRECTOR – JIAYI YU

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

"That, for the purpose of clause 11.4 of the Constitution, Listing Rule 14.4 and for all other purposes, Mr Jiayi Yu, a Director who was appointed casually on 24 January 2025, retires, and being eligible, is elected as a Director."

4. RESOLUTION 3 – RE-ELECTION OF DIRECTOR – DATO' HOO VOO HIM

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

"That, for the purpose of clause 11.1 of the Constitution and for all other purposes, Dato' Hoo Voo Him, a Director, retires by rotation, and being eligible, is re-elected as a Director."

5. RESOLUTION 4 – RATIFICATION OF PRIOR ISSUE OF SHARES TO EMPLOYEES – LISTING RULE 7.1

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

"That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 2,137,413 Shares on the terms and conditions set out in the Explanatory Statement."

A voting exclusion statement applies to this Resolution. Please see below.

6. **RESOLUTION 5 – RATIFICATION OF NOVEMBER 2024 PLACEMENT SHARES – LISTING RULE 7.1**

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

“That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 20,000,000 Shares on the terms and conditions set out in the Explanatory Statement.”

A voting exclusion statement applies to this Resolution. Please see below.

7. **RESOLUTION 6 – RATIFICATION OF JANUARY 2025 PLACEMENT SHARES – LISTING RULE 7.1**

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

“That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 20,000,000 Shares on the terms and conditions set out in the Explanatory Statement.”

A voting exclusion statement applies to this Resolution. Please see below.

8. **RESOLUTION 7 – RATIFICATION OF MARCH 2025 PLACEMENT SHARES – LISTING RULE 7.1**

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

“That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 10,974,642 Shares on the terms and conditions set out in the Explanatory Statement.”

A voting exclusion statement applies to this Resolution. Please see below.

9. **RESOLUTION 8 – RATIFICATION OF MARCH 2025 PLACEMENT SHARES – LISTING RULE 7.1A**

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

“That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 11,525,358 Shares on the terms and conditions set out in the Explanatory Statement.”

A voting exclusion statement applies to this Resolution. Please see below.

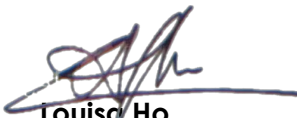
10. RESOLUTION 9 – APPROVAL OF 7.1A MANDATE

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

"That, for the purposes of Listing Rule 7.1A and for all other purposes, approval is given for the Company to issue up to that number of Equity Securities equal to 10% of the issued capital of the Company at the time of issue, calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and otherwise on the terms and conditions set out in the Explanatory Statement."

A voting exclusion statement applies to this Resolution. Please see below.

By order of the Board



Louisa Ho
Company Secretary
I Synergy Group Limited

Voting Prohibition Statements

Resolution 1 – Adoption of Remuneration Report

A vote on this Resolution 1 must not be cast (in any capacity) by or on behalf of either of the following persons:

- (a) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or
- (b) a Closely Related Party of such a member.

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

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

Voting Exclusion Statements

In accordance with Listing Rule 14.11, the Company will disregard any votes cast in favour of the Resolution set out below by or on behalf of the following persons:

Resolution 4 – Ratification of prior issue of Shares to Employees – Listing Rule 7.1

A person (or their nominee) who participated in the issue or an associate of that person or those persons.

Resolution 5 – Ratification of November 2024 Placement Shares – Listing Rule 7.1

A person (or their nominee) who participated in the issue or an associate of that person or those persons.

Resolution 6 – Ratification of January 2025 Placement Shares – Listing Rule 7.1

A person (or their nominee) who participated in the issue or an associate of that person or those persons.

Resolution 7 – Ratification of March 2025 Placement Shares – Listing Rule 7.1

A person (or their nominee) who participated in the issue or an associate of that person or those persons.

Resolution 8 – Ratification of March 2025 Placement Shares – Listing Rule 7.1A

A person (or their nominee) who participated in the issue or an associate of that person or those persons.

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

- (a) a person as a proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chair 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
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) 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

- (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting by proxy

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

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

- each Shareholder has a right to appoint a proxy;
- the proxy need not be a Shareholder of the Company; and
- a Shareholder who is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the Shareholder appoints two 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.

Shareholders and their proxies should be aware that:

- if proxy holders vote, they must cast all directed proxies as directed; and
- any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

Voting in person

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

Shareholder Communication

Shareholders may elect to receive certain documents including annual reports and notice of meetings (proxy/voting forms) as follows:

- You can make a standing election to receive the documents in physical or electronic form;
- You can make a one-off request to receive a document in physical or electronic form; or
- You can tell us if you do not want to receive a hard-copy of the annual report.

The Company is committed to minimising paper usage and encourage all Shareholders to make the switch to paperless communications and provide us with your email address. To make the change, go to <https://investor.automic.com.au/#/home> and follow the prompts. Shareholder documents are always available to access on our website and the ASX platform.

Should you wish to discuss the matters in this Notice please do not hesitate to contact the Company Secretary on +61 2 9713 9495.

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.

1. FINANCIAL STATEMENTS AND REPORTS

In accordance with the Corporations Act, the business of the Meeting will include receipt and consideration of the annual financial report of the Company for the financial year ended 31 December 2024 together with the declaration of the Directors, the Directors' report, the Remuneration Report and the auditor's report.

The Company will not provide a hard copy of the Company's annual financial report to Shareholders unless specifically requested to do so. The Company's annual financial report is available on its website at www.i-synergygroup.com.

2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

2.1 General

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

The remuneration report sets out the company's remuneration arrangements for the directors and senior management of the company. The remuneration report is part of the directors' report contained in the annual financial report of the company for a financial year.

The chair of the meeting must allow a reasonable opportunity for its shareholders to ask questions about or make comments on the remuneration report at the annual general meeting.

2.2 Voting consequences

A company is required to put to its shareholders a resolution proposing the calling of another meeting of shareholders to consider the appointment of directors of the company (**Spill Resolution**) if, at consecutive annual general meetings, at least 25% of the votes cast on a remuneration report resolution are voted against adoption of the remuneration report and at the first of those annual general meetings a Spill Resolution was not put to vote. If required, the Spill Resolution must be put to vote at the second of those annual general meetings.

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

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

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

2.3 Previous voting results

At the Company's previous annual general meeting the votes cast against the remuneration report considered at that annual general meeting were less than 25%. Accordingly, the Spill Resolution is not relevant for this Meeting.

3. RESOLUTION 2 – ELECTION OF DIRECTOR – JIAYI YU

3.1 General

The Constitution allows the Directors to appoint at any time a person to be a Director either to fill a casual vacancy or as an addition to the existing Directors, but only where the total number of Directors does not at any time exceed the maximum number specified by the Constitution.

Pursuant to the Constitution and Listing Rule 14.4, any Director so appointed holds office only until the next annual general meeting and is then eligible for election by Shareholders but shall not be taken into account in determining the Directors who are to retire by rotation (if any) at that meeting.

Mr Jiayu Yu, having been appointed by other Directors on 24 January 2025, retires in accordance with the Constitution, will retire in accordance with the Constitution and Listing Rule 14.4 and being eligible, seeks election from Shareholders.

3.2 Qualifications and other material directorships

Mr Jiayi Yu brings extensive experience in cross-border mergers and acquisitions, capital raising, property development management, and financing, which are set to bring fresh leadership and expertise to I Synergy to work towards great shareholder value. Mr Yu was previously the Chief Executive Officer of Anchor Resources Limited (ASX:AHR).

3.3 Independence

If elected, the Board considers Mr Yu to be an independent Director.

3.4 Effect of Resolution

If Resolution 2 is passed, Mr Yu will be re-appointed as a Director of the Company.

In the event that Resolution 2 is not passed, Mr Yu will cease being a Director of the Company from the conclusion of the Annual General Meeting.

3.5 Board recommendation

The Board has reviewed Mr Yu's performance since his appointment to the Board and considers that Mr Yu's skills and experience will continue to enhance the Board's ability to perform its role. Accordingly, the Board supports the election of Dato' Hoo and recommends that Shareholders vote in favour of Resolution 2.

4. RESOLUTION 3 – RE-ELECTION OF DIRECTOR – DATO' HOO VOO HIM

4.1 General

The Constitution sets out the requirements for determining which Directors are to retire by rotation at an annual general meeting.

Dato' Hoo Voo Him, who has served as a Director since 17 November 2023 and was last re-elected on 31 May 2024 by way of casual vacancy, now retires by rotation and seeks re-election.

4.2 Qualifications and other material directorships

Dato' Hoo is a board member, venture capitalist, investor, corporate adviser, and a senior management executive with more than 20 years of experience working across continents (Asia, Australia, Europe, UK and US), managing portfolios across diverse industries such as information technology (IT), finance, education, and real estate.

As the Executive Chairman of VCI Global Limited, Dato' Hoo has been actively involved in a myriad of capital market and technology-improvement-related deals. His credentials include advisory roles in real estate, human capital management, hospitality, education, cleantech, fintech, and robotics companies. Dato' Hoo is currently managing a portfolio encompassing over 40 Malaysian public listed companies with a combined market capitalisation of approximately US\$13 billion.

Dato' Hoo graduated from the University of Queensland, Australia with a Bachelor of Arts in International Relations and Japanese in 2002. Subsequently, he obtained a Postgraduate Diploma in Laws (Commercial and Corporate Law) and a Certificate in Laws (Banking and Finance Law) from the University of London in 2010.

4.3 Independence

If re-elected, the Board considers Dato' Hoo to be an independent Director.

4.4 Effect of Resolution

If Resolution 3 is passed, Dato' Hoo will be re-appointed as a Director of the Company for an additional term.

In the event that Resolution 3 is not passed, Dato' Hoo will cease being a Director of the Company from the conclusion of the Annual General Meeting.

4.5 Board recommendation

The Board has reviewed Dato' Hoo's performance since his appointment to the Board and considers that their skills and experience will continue to enhance the Board's ability to perform its role. Accordingly, the Board supports the re-election of Dato' Hoo and recommends that Shareholders vote in favour of Resolution 3.

5. RESOLUTIONS 4, 5, 6, 7 AND 8: RATIFICATION OF PRIOR ISSUE OF EMPLOYEE AND PLACEMENT SHARES

5.1 Background

The Company had conducted a series of share issues to employees and private placements under its ASX Listing Rule 7.1 and 7.1A placement capacity. During the year, the Company had made the following issues:

- 2,137,413 Shares issued to satisfy amounts owing to three former employees of the Company;

- 20,000,000 Shares issued for the November 2024 private placement to raise A\$100,000, refer to ASX Announcement dated 28 November 2024;
- 20,000,000 Shares issued for the January 2025 private placement to raise A\$100,000, refer to ASX Announcement dated 29 January 2025; and
- 22,5000,000 Shares (10,974,642 issued under Listing Rule 7.1 and 11,525,358 issued under Listing Rule 7.1A placement capacity) issued for the March 2025 private placement to raise A\$90,000, refer to ASX Announcement dated 27 March 2025.

(collectively, the Employee and Placement Shares).

All shares issued rank equally with all existing Shares on issue.

Resolutions 4, 5, 6, 7 and 8 seek the approval of Shareholders to ratify the issue of the employee and private placement Shares. They are ordinary resolutions, requiring then to be passed by a simple majority of votes cast by the Shareholders entitled to vote on them.

5.2 ASX Listing Rules 7.1 and 7.1A

Broadly speaking, and speaking 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 shares it had on issue at the start of that period.

Under Listing Rule 7.1A, an eligible entity can seek approval from its members, by way of a special resolution passed at its annual general meeting, to increase this 15% limit by an extra 10% to 25%. The Company obtained approval to increase its limit to 25% at the annual general meeting held on 31 May 2024.

Pursuant to Listing Rule 7.1A.3, any equity securities issued under rule 7.1A must be in an existing class of equity securities and issued for a cash consideration per security which is not less than 75% of the volume weighted average market price (VWAP) for securities in that class, calculated over the 15 trading days on which trades in that class. In addition, the company is only eligible to access an additional 10% placement capacity if its market capitalisation is less than \$300million, and must not be included in the S&P/ASX 300 index at the time of shareholder approval.

The issue of the Employee and Placement Shares does not fit within any of the exceptions to Listing Rule 7.1 or 7.1A set out in Listing Rule 7.2 and, as it has not yet been approved by Shareholders, it uses up part of the combined 25% limit in Listing Rules 7.1 and 7.1A, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rules 7.1 and 7.1A for the 12 month period following the date of issue of the Employee and Placement Shares.

5.3 Listing Rule 7.4

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 that rule.

The Company wishes to retain as much flexibility as possible to issue additional equity securities in the future without having to obtain Shareholder approval for

such issues under Listing Rules 7.1 and 7.1A. Accordingly, the Company is seeking Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the Employee and Placement Shares.

Resolutions 4, 5, 6, and 7 seek Shareholders ratification pursuant to Listing Rule 7.4 for the issue of the Employee and Placement Shares under Listing Rule 7.1. Resolution 8 seeks Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the Placement Shares under Listing Rule 7.1A.

5.4 Effect of Resolutions

In the event that Resolutions 4, 5, 6, 7 and 8 are not passed, the Employee and Placement Shares will be included in calculating the Company's combined 25% limit in Listing Rules 7.1 and 7.1A, decreasing the number of equity securities that the Company can issue without Shareholder approval over the 12 month period following the date of issue of the Employee and Placement Shares.

In the event that Resolutions 4, 5, 6, 7 and 8 are passed, the Employee and Placement Shares will be excluded in calculating the Company's combined 25% limit in Listing Rules 7.1 and 7.1A, increasing the number of equity securities the Company can issue without Shareholder approval over the 12 month period following the date of issue of the Employee and Placement Shares.

These Resolutions are not interdependent in that any Resolutions 4, 5, 6, 7 and 8 can be passed without all of Resolutions 4, 5, 6, 7 and 8 passing.

5.5 Information Required for ASX Listing Rule 7.4

In compliance with the information requirements of ASX Listing Rule 7.5, Shareholders are advised of the following information in relation to Resolutions 4, 5, 6, 7 and 8.

Resolution 4 – Ratification of Prior Issue of Shares to Employees – Listing Rule 7.1

Maximum Number of Securities	2,137,413 fully paid ordinary shares issued under Listing Rule 7.1.
Date of Issue	19 July 2024
Price	A\$0.006 per Share
Terms of Securities	The Shares are fully paid ordinary shares in the Company that rank equally with all existing shares on issue.
Purpose of Issue/Use of Funds	Shares issued to satisfy amounts owing to three former employees of the Company.
Persons Issued To	Previous employees of the Company.
Material Agreement	None.
Voting exclusion	A voting exclusion statement applies to this Resolution and is included in the Notice of Meeting.

Resolution 5 – Ratification of November 2024 Placement Shares – Listing Rule 7.1

Maximum Number of Securities	20,000,000 fully paid ordinary shares issued under Listing Rule 7.1.
Date of Issue	28 January 2025
Price	A\$0.005
Terms of Securities	The Shares are fully paid ordinary shares in the Company that rank equally with all existing shares on issue.
Purpose of Issue/Use of Funds	The funds raised from the placement was largely used for working capital purposes.
Persons Issued To	Sophisticated and professional investors.
Material Agreement	None.
Voting exclusion	A voting exclusion statement applies to this Resolution and is included in the Notice of Meeting.

Resolution 6 – Ratification of January 2025 Placement Shares – Listing Rule 7.1

Maximum Number of Securities	20,000,000 fully paid ordinary shares issued under Listing Rule 7.1.
Date of Issue	30 January 2025
Price	A\$0.005
Terms of Securities	The Shares are fully paid ordinary shares in the Company that rank equally with all existing shares on issue.
Purpose of Issue/Use of Funds	The funds raised from the placement was largely used for working capital purposes.
Persons Issued To	Sophisticated and professional investors.
Material Agreement	None.
Voting exclusion	A voting exclusion statement applies to this Resolution and is included in the Notice of Meeting.

Resolution 7 – Ratification of March 2025 Placement Shares – Listing Rule 7.1

Maximum Number of Securities	10,974,642 fully paid ordinary shares issued under Listing Rule 7.1.
Date of Issue	31 March 2025
Price	A\$0.004
Terms of Securities	The Shares are fully paid ordinary shares in the Company that rank equally with all existing shares on issue.

Purpose of Issue/Use of Funds	The funds raised from the placement was largely used for working capital purposes.
Persons Issued To	Sophisticated and professional investors.
Material Agreement	None.
Voting exclusion	A voting exclusion statement applies to this Resolution and is included in the Notice of Meeting.

Resolution 8 – Ratification of March 2025 Placement Shares – Listing Rule 7.1A

Maximum Number of Securities	11,525,358 fully paid ordinary shares issued under Listing Rule 7.1A.
Date of Issue	31 March 2025
Price	A\$0.004
Terms of Securities	The Shares are fully paid ordinary shares in the Company that rank equally with all existing shares on issue.
Purpose of Issue/Use of Funds	The funds raised from the placement was largely used for working capital purposes.
Persons Issued To	Sophisticated and professional investors.
Material Agreement	None.
Voting exclusion	A voting exclusion statement applies to this Resolution and is included in the Notice of Meeting.

5.6 Board Recommendation

All of the Directors recommend that Shareholders vote in favour of Resolutions 4, 5, 6, 7 and 8.

Where appointed as an undirected proxy, the Chair will cast available proxy votes in favour of Resolutions 4, 5, 6, 7 and 8. Shareholders may choose to direct the Chair (as proxy) to vote for or against Resolutions 4, 5, 6, 7 and 8 or to abstain from voting.

6. RESOLUTION 9 – APPROVAL OF 7.1A MANDATE

6.1 General

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.

However, under Listing Rule 7.1A, an eligible entity may seek shareholder approval by way of a special resolution passed at its annual general meeting to increase this 15% limit by an extra 10% to 25% (**7.1A Mandate**).

An 'eligible entity' means an entity which is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300,000,000 or less. The Company is an eligible entity for these purposes.

As at the date of this Notice, the Company is an eligible entity as it is not included in the S&P/ASX 300 Index and has a current market capitalisation of A\$1.33 million (based on the number of Shares on issue and the closing price of Shares on the ASX on 16 April 2025).

Resolution 9 seeks Shareholder approval by way of special resolution for the Company to have the additional 10% placement capacity provided for in Listing Rule 7.1A to issue Equity Securities without Shareholder approval.

For note, a special resolution is a resolution requiring at least 75% of votes cast by shareholders present and eligible to vote at the meeting in favour of the resolution.

If Resolution 9 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 Shareholder approval.

If Resolution 9 is not passed, the Company will not be able to access the additional 10% capacity to issue Equity Securities without Shareholder approval under Listing Rule 7.1A, and will remain subject to the 15% limit on issuing Equity Securities without Shareholder approval set out in Listing Rule 7.1.

6.2 Technical information required by Listing Rule 7.1A

Pursuant to and in accordance with Listing Rule 7.3A, the information below is provided in relation to Resolution 9:

(a) Period for which the 7.1A Mandate is valid

The 7.1A Mandate will commence on the date of the Meeting and expire on the first to occur of the following:

- (i) the date that is 12 months after the date of this Meeting;
- (ii) the time and date of the Company's next annual general meeting; and
- (iii) the time and date of approval by Shareholders of any transaction under Listing Rule 11.1.2 (a significant change in the nature or scale of activities) or Listing Rule 11.2 (disposal of the main undertaking).

(b) Minimum price

Any Equity Securities issued under the 7.1A Mandate must be in an existing quoted class of Equity Securities and be issued for cash consideration at a minimum price of 75% of the volume weighted average price of Equity Securities in that class, calculated over the 15 trading days on which trades in that class were recorded immediately before:

- (i) the date on which the price at which the Equity Securities are to be issued is agreed by the entity and the recipient of the Equity Securities; or

- (ii) if the Equity Securities are not issued within 10 trading days of the date in Section 6.2(b)(i), the date on which the Equity Securities are issued.

(c) **Use of funds raised under the 7.1A Mandate**

The Company intends to use funds raised from issues of Equity Securities under the 7.1A Mandate to progress the Company's business operations, working capital, or other opportunities identified by the Directors.

(d) **Risk of Economic and Voting Dilution**

Any issue of Equity Securities under the 7.1A Mandate will dilute the interests of Shareholders who do not receive any Shares under the issue.

If Resolution 9 is approved by Shareholders and the Company issues the maximum number of Equity Securities available under the 7.1A Mandate, the economic and voting dilution of existing Shares would be as shown in the table below.

The table below shows the dilution of existing Shareholders calculated in accordance with the formula outlined in Listing Rule 7.1A.2, on the basis of the closing market price of Shares and the number of Equity Securities on issue or proposed to be issued as at 16 April 2025.

The table also shows the voting dilution impact where the number of Shares on issue (Variable A in the formula) changes and the economic dilution where there are changes in the issue price of Shares issued under the 7.1A Mandate.

Number of Shares on Issue (Variable A in Listing Rule 7.1A.2)		Shares issued – 10% voting dilution	Dilution		
			Issue Price		
			\$0.002	\$0.003	\$0.005
			50% decrease	Issue Price	50% increase
			Funds Raised		
Current	444,208,191 Shares	44,420,819 Shares	\$88,842	\$133,262	\$222,104
50% increase	666,312,287 Shares	66,631,229 Shares	\$133,262	\$199,894	\$333,156
100% increase	888,416,382 Shares	88,841,638 Shares	\$177,683	\$266,525	\$444,208

*The number of Shares on issue (Variable A in the formula) could increase as a result of the issue of Shares that do not require Shareholder approval (such as under a pro-rata rights issue or scrip issued under a takeover offer) or that are issued with Shareholder approval under Listing Rule 7.1.

The table above uses the following assumptions:

1. There are currently 444,208,191 Shares on issue as at 16 April 2025, being the date this Notice was prepared.
2. The issue price set out above is the closing market price of the Shares on the ASX on 16 April 2025 (being \$0.003).
3. The Company issues the maximum possible number of Equity Securities under the 7.1A Mandate.

4. The issue of Equity Securities under the 7.1A Mandate consists only of Shares. It is assumed that no Options are exercised into Shares before the date of issue of the Equity Securities. If the issue of Equity Securities includes quoted Options, it is assumed that those quoted Options are exercised into Shares for the purpose of calculating the voting dilution effect on existing Shareholders.
5. The calculations above do not show the dilution that any one particular Shareholder will be subject to. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances.
6. This table does not set out any dilution pursuant to approvals under Listing Rule 7.1 unless otherwise disclosed.
7. The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
8. The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 7.1A Mandate, based on that Shareholder's holding at the date of the Meeting.

Shareholders should note that there is a risk that:

- (i) the market price for the Company's Shares may be significantly lower on the issue date than on the date of the Meeting; and
- (ii) the Shares may be issued at a price that is at a discount to the market price for those Shares on the date of issue.

(e) **Allocation policy under the 7.1A Mandate**

The recipients of the Equity Securities to be issued under the 7.1A Mandate have not yet been determined. However, the recipients of Equity Securities could consist of current Shareholders or new investors (or both), none of whom will be related parties of the Company.

The Company will determine the recipients at the time of the issue under the 7.1A Mandate, having regard to the following factors:

- (i) the purpose of the issue;
- (ii) alternative methods for raising funds available to the Company at that time, including, but not limited to, an entitlement issue, share purchase plan, placement or other offer where existing Shareholders may participate;
- (iii) the effect of the issue of the Equity Securities on the control of the Company;
- (iv) the circumstances of the Company, including, but not limited to, the financial position and solvency of the Company;
- (v) prevailing market conditions; and
- (vi) advice from corporate, financial and broking advisers (if applicable).

6.3 Previous Issues of Securities under Listing Rule 7.1A

The Company previously obtained approval from its Shareholders pursuant to Listing Rule 7.1A at its annual general meeting held on 30 May 2024 (**Previous Approval**). The following securities have been issued in the past 12 months:

Issue Date	Type of Security	Number of Securities	Price of Issue (A\$) and Recipient of Securities	Cash Consideration Received (A\$)
20 May 2024	Ord Shares (IS3)	50,000,000	\$0.002 per share, issued to convertible note holder under the Convertible Note Facility as approved by Shareholders.	\$100,000
19 July 2024	Ord Shares (IS3)	2,137,413	\$0.006 per share, issued to satisfy amounts owing to three former employees of the Company.	NIL
28 January 2025	Ord Shares (IS3)	20,000,000	\$0.005 per share, issued to sophisticated and professional investors.	\$100,000
30 January 2025	Ord Shares (IS3)	20,000,000	\$0.005 per share, issued to sophisticated and professional investors.	\$100,000
31 March 2025	Ord Shares (IS3)	22,500,000	\$0.004 per share, issued to sophisticated and professional investors.	\$90,000
3 April 2025	Ord Shares (IS3)	25,490,410	\$0.004 per share, issued to convertible note holder under the Convertible Note Facility as approved by Shareholders.	\$100,000
Total	Equity Securities	140,127,823	All securities issued in the 12 months preceding	\$490,000

The Company notes that all of the cash consideration received in the past 12-months totalling A\$490,000 was spent towards general working capital of the Company.

6.4 Voting Exclusion Statement

As at the date of this Notice, the Company is not proposing to make an issue of Equity Securities under Listing Rule 7.1A. Accordingly, a voting exclusion statement is not included in this Notice.

GLOSSARY

\$ means Australian dollars.

7.1A Mandate has the meaning given in Section 6.

AEST means Australian Eastern Standard Time as observed in Sydney, Australia.

ASIC means the Australian Securities & Investments Commission.

ASX means ASX Limited (ACN 008 624 691) or the financial market operated by ASX Limited, as the context requires.

Board means the current board of directors of the Company.

Business Day means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.

Chair means the chair of the Meeting.

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

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependent of the member or the member's spouse;
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;
- (e) a company the member controls; or
- (f) a person prescribed by the Corporations Regulations 2001 (Cth) for the purposes of the definition of 'closely related party' in the Corporations Act.

Company means I Synergy Group Limited (ACN 613 927 361).

Constitution means the Company's constitution.

Corporations Act means the *Corporations Act 2001* (Cth).

Directors means the current directors of the Company.

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

Explanatory Statement means the explanatory statement accompanying the Notice.

Key Management Personnel has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.

Listing Rules means the Listing Rules of ASX.

Meeting means the meeting convened by the Notice.

Notice means this notice of meeting including the Explanatory Statement and the Proxy Form.

Proxy Form means the proxy form accompanying the Notice.

Remuneration Report means the remuneration report set out in the Director's report section of the Company's annual financial report for the year ended 31 December 2024.

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

Section means a section of the Explanatory Statement.

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

Shareholder means a registered holder of a Share.

Variable A means "A" as set out in the formula in Listing Rule 7.1A.2.

Proxy Voting Form

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

Your proxy voting instruction must be received by **1.00pm (AEST) on Wednesday, 28 May 2025**, 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://automicgroup.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:

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:

WEBSITE:

<https://automicgroup.com.au>

PHONE:

1300 288 664 (Within Australia)
+61 2 9698 5414 (Overseas)

I/We being a Shareholder entitled to attend and vote at the Annual General Meeting of I Synergy Group Limited, to be held at **1.00pm (AEST) on Friday, 30 May 2025 at 24-26 Kent Street Millers Point NSW 2000 and via virtual platform (please refer to Notice of the Meeting)** hereby:

[illegible]

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.

Where I/we have appointed the Chair as my/our proxy (or where the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Resolution 1 (except where I/we have indicated a different voting intention below) even though Resolution 1 is connected directly or indirectly with the remuneration of a member of the Keu Management Personnel, which includes the Chair.

Resolutions		For	Against	Abstain
1	ADOPTION OF REMUNERATION REPORT	☐	☐	☐
2	ELECTION OF DIRECTOR – JIAYI YU	☐	☐	☐
3	RE-ELECTION OF DIRECTOR – DATO' HOO VOO HIM	☐	☐	☐
4	RATIFICATION OF PRIOR ISSUE OF SHARES TO EMPLOYEES – LISTING RULE 7.1	☐	☐	☐
5	RATIFICATION OF NOVEMBER 2024 PLACEMENT SHARES – LISTING RULE 7.1	☐	☐	☐
6	RATIFICATION OF JANUARY 2025 PLACEMENT SHARES – LISTING RULE 7.1	☐	☐	☐
7	RATIFICATION OF MARCH 2025 PLACEMENT SHARES – LISTING RULE 7.1	☐	☐	☐
8	RATIFICATION OF MARCH 2025 PLACEMENT SHARES – LISTING RULE 7.1A	☐	☐	☐
9	APPROVAL OF 7.1A MANDATE	☐	☐	☐

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

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): / /

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